



**EXTRACT FROM THE NATIONAL BANK OF GREECE
BOARD OF DIRECTORS MEETING MINUTES**

Meeting 1830 of 19.01.2026

BOARD OF DIRECTORS MEETING MINUTES

Meeting 1830/19.01.2026

1st Meeting of 2026

Today, Monday, January 19th, 2026, at 16.00, the Board of Directors of National Bank of Greece convened via videoconference, following an invitation to its members, as provided for by Law.

ATTENDEES

THE CHAIR: **Mr. Gikas Hardouvelis**

CEO: **Mr. Pavlos Mylonas**

SID: **Mr. Avraam Gounaris**

EXECUTIVE BOARD MEMBER: **Ms. Christina Theofilidi**

NON-EXECUTIVE DIRECTORS: **Ms. Aikaterini Beritsi, Ms. Anne Marion-Bouchacourt, Mr. Wietze Reehoorn, Mr. Matthieu Kiss, Ms. Elena-Ana Cernat, Mr. JP Rangaswami, Mr. Oscar Rodriguez, Mr. Michalis Tsamaz**

SECRETARY: **Mr. Panos Dasmanoglou, General Manager
Group Chief Compliance and Governance
Officer**

After establishing that a quorum is present, **the Chair** called the meeting to order, and proceeded with the items on the agenda as follows:

Item Description	Action
1. Announcements by the Chair of the Board of Directors	Information
2. Proposal on the election of new Non-Executive Board member	Approval

Item 1 Announcements by the Chair of the Board of Directors

The Chair welcomed the Board members and announced that Mr. Periklis Drougas submitted earlier that day his resignation from his position as a Non-Executive member of the Board of Directors of National Bank of Greece (and any Board Committee positions he holds), with immediate effect. This decision follows the Letter of the Hellenic Corporation of Assets and Participations S.A. (“HCAP”) of November 6th, 2025, addressed to the NBG Board Chairman with which the HCAP informed of the upcoming expiration and non-renewal of his mandate as HCAP’s Board Representative at NBG, as described within the relevant Letter submitted to the Board Chair.

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The Letter of resignation of Mr. Periklis Drougas has been submitted to the Secretariat and is included in the file of the current session maintained at the Group Corporate Governance Division.

The Board of Directors has been informed.

Item 2 Proposal on the election of new Non-Executive Board member

The Chair gave the floor to the Chair of the Corporate Governance and Nominations Committee, Mr. Reehoorn, so as to inform the Board members on the Committee's Proposal.

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In this context, the Corporate Governance and Nominations Committee submits its proposal to the Board for approval, the text of which includes the following:



CORPORATE GOVERNANCE AND NOMINATIONS COMMITTEE
PROPOSAL TO THE BOARD OF DIRECTORS

Athens, January 19th, 2026

Issue: Proposal on the election of new HCAP Representative – Non-Executive Board member

I. Regulatory Framework

a. Appointment of HCAP Representative on the NBG Board and Board Committees

In accordance with article 10 para 2 of Law 3864/2010 (HFSF Law) and the Relationship Framework Agreement (RFA) with the former HFSF (as lastly revised in 26.10.2023), both as currently in force, in conjunction with the framework relating to the absorption of the HFSF by the HCAP (Law 5134/2024 and relevant ministerial decisions), it is provided that irrespective of the percentage of its holding, the HCAP will request the appointment/replacement of a single HCAP representative in the Board of the Bank by a simple written notice addressed to the Board Chairman, while the HCAP Representative shall also be appointed as member to the Committees of the Board of Directors.

As also foreseen therein, such appointment is subject only to successful fit-andproper assessment of the proposed person by the Single Supervisory Mechanism (ECB/SSM), while the Board shall approve his/her appointment and take all necessary actions according to its Charter Documents and law 4548/2018, as in force from time to time, for the completion of this appointment, including the required notification to the General Assembly (done as part of an announcement under the Other Items of the next Ordinary General Assembly).

Further, in accordance with article 17 para 3 of the Bank's Articles of Association, in the event that a new director is elected, the election shall be valid for the remaining term of office of the director replaced and announced by the Board to the immediately following GM, which may replace the directors elected even if no relevant item is included in the agenda.

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II. Background

[...]. The letter further notifies that, following a decision of HCAP's Board of Directors, Mr. Michael Haralabidis [...] will be appointed as the new HCAP Representative at NBG Board and at Board Committees, [...].

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III. Suitability assessment of new HCAP Representative

Following the [...] notification letter [...], taking into consideration:

- the existing regulatory framework and especially Laws 3864/2010, 4706/2020, 4548/2018, 4261/2014, the Bank of Greece Executive Committee Acts 224/1/23.12.2023 and 243/2/7.7.2025 [adopting the guidelines of the European Banking Authority regarding the assessment of suitability of Board members (EBA/GL/2021/06) and internal governance (EBA/GL/2021/05, respectively], the ECB Guide to Fit and Proper assessments (December 2021) and the existing operating framework of the Single Supervisory Mechanism (SSM), as well as the Relationship Framework Agreement with the HCAP (October 2023), all as in force;*
- the Bank's relevant internal framework and especially Articles of Association, Corporate Governance Code, Charter of the Corporate Governance and Nominations Committee, Board Committee Charters and Policy - Methodology on reviewing the composition of Board*

Committees, Board of Directors Suitability Assessment Policy and Procedure, Board Diversity Policy, Policy for avoiding Conflicts of Interest for Board members, Senior Executives and other Related Parties of NBG;

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- *having thoroughly examined the profile of Mr. Michael Haralambidis [...]*

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 - a. ***the Committee considers that Mr. Michalis Haralabidis fulfils the required criteria of qualifying/eligibility and suitability for the envisaged position as an HCAP Representative on the Bank's Board of Directors and Board Committees [...]. More specifically: [...]***
- *Mr. Haralabidis complements the collective suitability of the Board in several areas.*

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We propose to the Board of Directors

a) the election Mr. Michalis Haralabidis, son of ..., Home address: ... ID No ..., TIN ... Tax Office: ..., as Non-Executive Director (HCAP Representative), in accordance with the existing regulatory and internal framework, assuming duties as of January 19th, 2026;

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In this context, the aforementioned Committees composition shall be determined as follows:

- ***Audit Committee***
 - *Matthieu Kiss*
 - *Oscar Rodriguez Herrero*
 - *Avraam Gounaris*
 - *JP Rangaswami*

In accordance with article 44 para 1(e) of Law 4449/2017, as in force, and the Charter of the Audit Committee, the Chair and the Vice-Chair of the Committee shall be appointed by its members.

Particularly with respect to the composition of the Audit Committee, the composition remains in alignment with the decisions of the Annual General Meeting of 25/7/2024, with regard to the type of the Audit Committee, the term of office and the qualities of its members, while with respect to the number of members the AC shall continue to operate for the time being with its remaining four (4) members (independent non-executive directors), unless otherwise decided by the Board following recommendation of the Corporate Governance and Nominations Committee. The remaining members are considered suitable as members of the Audit Committee, especially in terms of the appropriateness/qualifications criteria and requirements, as well as in terms of any restrictions and incompatibilities provided in the relevant regulatory and internal framework, and especially article 44 para 1 of Law 4449/2017, as in force, the Bank's Corporate Governance Code and Internal Regulation and the Charter of the Audit Committee. All the remaining Committee members have sufficient knowledge relevant to the banking sector, while the majority of members have competence in finance, auditing and/or accounting issues. Mr. Matthieu Kiss, independent non-executive member, possesses extensive experience in the banking sector, having served in prominent financial organizations, has expert knowledge and experience in auditing and accounting and has the knowledge and experience required to supervise auditing procedures and accounting issues reviewed by the Committee.

- ***Corporate Governance and Nominations Committee***
 - *Wietze Reehoorn (Chair)*
 - *Aikaterini Beritsi (Vice-Chair)*
 - *Anne Marion-Bouchacourt (Member)*
 - *Matthieu Kiss (Member)*
- ***Human Resources and Remuneration Committee***
 - *Anne Marion-Bouchacourt (Chair)*
 - *Elena Ana Cernat (Vice-Chair)*
 - *JP Rangaswami (Member)*
 - *Michalis Tsamaz (Member)*

The election of the new Board members is subject to the formal approval of the Single Supervisory Mechanism (SSM) of the European Central Bank, in accordance with the relevant provisions of the Bank of Greece Executive Committee Act 224/1/23.12.2023 and the ECB Guide to fit and proper Assessments. In this context and in accordance with the provisions of the aforementioned framework, the submission of the fit and proper documentation has been timely made within the deadlines foreseen (i.e. at least one (1) month prior to the proposed date of appointment).

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The Proposal on the election of the new HCAP Representative – Non-Executive Board member and the Candidate Profile Report of Mr. Michalis Haralabidis, which was provided to the Board Members has been submitted to the Secretariat and is included in the file of the current session maintained at the Group Corporate Governance Division.

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The Board of Directors unanimously approved:

- a) the election Mr. Michalis Haralabidis, son of, Home address:, P.C., ID No, TIN Tax Office:, as Non-Executive Director (HCAP Representative), in accordance with the existing regulatory and internal framework, assuming duties as of January 19th, 2026;**
- b) the Proposal with regard to the composition of its Committees.**

Thereupon, no other matter being put forward for discussion, the **Chair** declared the meeting closed.

True extract of the National Bank of Greece Board of Directors meeting minutes

Athens, February 5th, 2026
General Company Secretary

Panos Dasmanoglou