

ANNUAL GENERAL MEETING of 30 April 2026

**Draft Resolutions/Board Remarks
on the items on the agenda of the General Meeting**

1. Submission for approval of the Annual Financial Report of the Bank and the Group for the financial year 2025 (1.1.2025 – 31.12.2025), including the Annual Financial Statements of the Bank and the Group for the financial year 2025 (1.1.2025 – 31.12.2025), along with the relevant Board of Directors’ Report and Statements as well as the respective auditor’s reports.

Required quorum:	1/5 of total common (*) voting shares
Required majority:	50% of the total voting rights (present or represented by proxy) + 1 (present or represented by proxy)

The Board of Directors (the Board) shall propose that the Annual General Meeting (AGM) approves the Bank’s and the Group’s Annual Financial Report for the financial year 2025 (01.01.2025 - 31.12.2025) including the Bank’s and the Group’s Annual Financial Statements for the financial year 2025 (01.01.2025 - 31.12.2025), along with the relevant Board of Directors’ Report and Statements (including the Sustainability Statement), as well as the respective auditor’s reports.

These reports including the Results Presentation can be viewed by the shareholders on the Bank’s website at:

<https://www.nbg.gr/en/group/investor-relations/reports/annual-financial-report-for-the-group-and-the-bank-31-12-2025>

<https://www.nbg.gr/en/group/investor-relations/financial-statements-annual-interim/presentations>

**Please see Number of Shares and Voting Rights below*



2. Submission of the annual Audit Committee Report on its activities during 2025 pursuant to article 44 par. 1 case i) of Law 4449/2017, which is included, as a separate section, in the Annual Financial Report of the Bank and the Group for the financial year 2025 (1.1.2025 – 31.12.2025).

[This item is submitted to the General Meeting in accordance with article 44 par. 1 case i) of Law 4449/2017 as in force and does not require voting or decision taking.]

In accordance with article 44 par. 1 case i) of Law 4449/2017 as in force, the Audit Committee Report on its activities during 2025 which, as per relevant Hellenic Capital Market Commission recommendation, is included, as a separate section, in the Annual Financial Report of the Bank and the Group for the financial year 2025 (1.1.2025 – 31.12.2025), is submitted to the Annual General Meeting of Shareholders.

The Audit Committee Report is available, as part of the Annual Financial Report of the Bank and the Group for the financial year 2025 (1.1.2025 – 31.12.2025), on the website of the Bank:

<https://www.nbg.gr/en/group/investor-relations/reports/annual-financial-report-for-the-group-and-the-bank-31-12-2025>



3. Approval of the overall management by the Board of Directors as per article 108 of Law 4548/2018 and discharge of the Auditors of the Bank, with respect to the financial year 2025 (1.1.2025 – 31.12.2025), in accordance with par. 1 case c) of article 117 of Law 4548/2018.

Required quorum:	1/5 of total common(*) voting shares
Required majority:	50% of the total voting rights (present or represented by proxy) + 1 (present or represented by proxy)

It is proposed that the AGM: a) approves the overall management by the Board of Directors as per article 108 of Law 4548/2018 with respect to the financial year 2025 (1.1.2025 – 31.12.2025) and b) decides on the discharge of the Auditors of the Bank from any liability, as per article 117 par. 1 case (c) of Law 4548/2018, with respect to the financial year 2025.

More specifically:

i) the Board of NBG: Mr. Gikas Hardouvelis, Mr. Pavlos Mylonas, Ms Christina Theofilidi, Mr. Avraam Gounaris, Ms Anne Marion Bouchacourt, Mr. Claude Piret, Mr. Wietze Reehoorn, Mr. Matthieu Kiss, Ms Elena Ana Cernat, Ms Aikaterini Beritsi, Mr. Jayprakasa (JP) Rangaswami, Mr. Athanasios Zarkalis, Mr. Periklis Drougkas, Mr. Michail Tsamaz, Mr. Oscar Rodriguez-Herrero.

ii) the Certified Auditors of NBG Group: the audit firm “PriceWaterhouseCoopers (PwC)” and the Certified Auditor Mr. Antonios Antoniadis.



4. Election of regular and substitute Certified Auditors for the audit of the Financial Statements of the Bank and the Group, including the Sustainability Report, for the financial year 2026, and determination of their remuneration.

Required quorum:	1/5 of total common(*) voting shares
Required majority:	50% of the total voting rights (present or represented by proxy) + 1 (present or represented by proxy)

Following the positive assessment and proposal by the Audit Committee, in accordance with article 28 par.2 of Law 4701/2020, for the audit of the Group and Bank Annual Financial Statements including the audit and the assurance of Sustainability Reporting in accordance with article 154C of Law 4548/2018 for the financial year ending 31 December 2026 and the review of the Semi-annual Financial Statements for the six-month period ending 30 June 2026, the Board of Directors shall propose the appointment by the AGM of PriceWaterhouseCoopers (PwC) as statutory auditor, which is responsible by law to appoint at least one regular and one substitute certified auditor, at its discretion.

Namely, the Board of Directors proposes the re-appointment of PwC, having considered the level of service, professional competence, technical capacity and effectiveness of the auditors of the specific firm, which has been proven throughout the cooperation with the particular firm also in previous years and which has been assessed as competent to assume the audit for the financial year 2026, following a recommendation to this end also by the Audit Committee, which is responsible for the process of selecting statutory auditors, while reviewing and monitoring the independence of statutory auditors in accordance with the applicable legislative and regulatory framework, and ensuring that, among others, the principles of auditor independence are met.

Furthermore, following proposal of the Audit Committee, the Board of Directors shall propose the remuneration of the Independent Auditors, for the statutory audit of the Financial Statements (including the audit and the assurance of Sustainability Reporting) and the Tax Audit of the Bank for the financial year 2026 to amount to €2,723,500 plus VAT and €653,640 plus VAT, respectively.



5. Approval for distribution from the profits of 2025 year. Approval of resolution of reserves for distribution to shareholders of the Bank.

Required quorum:	1/5 of total common(*) voting shares
Required majority:	50% of the total voting rights (present or represented by proxy) + 1 (present or represented by proxy)

The Board of Directors taking into consideration the applicable legal and regulatory framework and in particular the provisions of Laws 4261/2014, 4548/2018 and 3864/2010, as well as Article 35 of the Bank's Articles of Association, proposes to the AGM:

- A) The approval for distribution to shareholders and to eligible executives/personnel of the Bank from the 2025 profits of an amount of up to €340,636,528.12,
- B) The approval of resolution of reserves, with total amount of €159,863,471.88, for distribution to shareholders.

The relevant reserves are reflected under the General Ledger Account 41.05 with title "Extraordinary reserves" and are free for distribution or capitalization. The reserves are presented under "Reserves and retained earnings" line in the Statement of Financial Position and in "Other reserves" column in the Statement of Changes in Equity.

The amount proposed for distribution from the 2025 profits i.e. €340,636,528.12 as stated under A above is analyzed as follows:

- a) For distribution to the Bank's shareholders: amount of €304,136,528.12.

Therefore, in combination with (B) above, i.e. the resolution of reserves, with total amount of €159,863,471.88, so as to be distributed to the shareholders, and taking into consideration the interim dividend approved by virtue of the Board of Directors resolutions dated 18 September 2025 and 22 October 2025, for the amount of €200,000,000 (or €0.2210 gross per share), it is proposed to be approved and distributed to the shareholders the remaining dividend amount of €264,000,000.

Consequently, the shareholders will have received in cash a total amount of €464,000,000 (or €0.5072 gross per share).

- b) For variable remuneration payment to eligible executives/personnel up to €36,500,000 from the 2025 profits corresponding to dividends of article 48 of Law 4172/2013.

Following the approval by the Annual General Meeting of the Bank, the exact amount per beneficiary, will be paid according to the variable remuneration scheme/framework approved by the Board of Directors, the regulations and the procedures of the Bank, under the coordination of the competent Human Resources Unit. Furthermore, especially with respect to Senior Executives (i.e., Executive Board Members, General Managers and Assistant General Managers), payment in cash may be made in accordance with the



overall variable remuneration structures permitted in line with the legal and regulatory framework, as applicable per case and within the timeframe of three (3) months following the current General Meeting approval of the disposal of the profits.

The Variable Remuneration Scheme/framework is aligned with the criteria set out in the regulatory framework, as in force, the internal Risk Appetite Framework, and the principles and provisions of NBG's Group Remuneration Policy and the the NBG Directors' and Senior Managers' Remuneration Policy. Grounded in the core values of meritocracy, transparency, and sound management, the Scheme/framework aims to recognize the contribution of Senior Executives and employees to the achievement of the Bank's and the Group's strategic objectives, while reinforcing the alignment between performance and the long-term success of the Bank, as well as ensuring prudent risk management and the long-term sustainability of the Bank. The activation and disbursement of variable remuneration are subject to the fulfilment of certain protective conditions. Such conditions are (typically, yet not restrictively) related to the Bank's / Group's profitability, liquidity and capital strength positions.

The variable remuneration payment to eligible executives/personnel, amounting to up to €36,500,000, will be distributed to approximately 3,750 employees of the Bank based on defined eligibility criteria and individual performance evaluation outcomes, while payments within the framework of the current General Meeting decision and the Bank's performance evaluation scheme in place shall be implemented by the Bank's competent Divisions. The assessment is conducted in accordance with the Bank's Performance Evaluation and Development System in place, designed to reinforce continuous effort and alignment of employees with the strategic direction and priorities of the Bank.

Among others, the Scheme/framework also includes malus and clawback clauses, ensuring that variable remuneration may be reduced or recovered in cases where it is subsequently determined that the underlying performance or business conditions did not justify the level of payout, or where it is associated with excessive or unjustified risk-taking.

Furthermore, the General Meeting is asked to authorize the Board of Directors or/and executive members of the Board of the Bank in order to be able to arrange, if required, any other details and to take any other steps that might be needed for the implementation of this decision.

The distribution of profits and resolution of reserves will be carried out in accordance with the applicable legislative and regulatory framework, obtaining all necessary regulatory approvals, particularly the approval of the European Central Bank (ECB).

The estimated key dates regarding the distribution of profits to shareholders (Ex-Dividend Date: 5 June 2026, Assessment of the Beneficiaries of 2025 Dividend: 8 June 2026, Payment of the Dividend to Beneficiaries: 12 June 2026) are included in the Bank's Financial Calendar, which is published on the Athens Stock Exchange website.



6. Approval of a program for the purchase of own shares in accordance with article 49 of Law 4548/2018, as in force, and granting of authorization to the Board of Directors.

Required quorum:	1/5 of total common(*) voting shares
Required majority:	50% of the total voting rights (present or represented by proxy) + 1 (present or represented by proxy)

The Board of Directors proposes to the AGM for approval the buy-back by the Bank of own shares (treasury stock) as per the terms and conditions under Article 49 of Law 4548/2018, as amended.

Share buy-backs will be carried out within the framework of the directives and recommendations issued by the Greek and European Supervisory Authorities.

Under the said framework, the proposed maximum acquisition of own shares is up to 10% of the total outstanding shares, i.e. a maximum of 91,471,515 shares, taking into account at all times, within this maximum limit, the own shares already held by the Bank, as well as the own shares proposed to be acquired by the Bank in the context of the proposed extraordinary program for the purchase of own shares under item 7 below, to be acquired over a period of 24 months as from the day of the AGM, i.e. through to 30/04/2028. The suggested price range for the purchase of own shares is €1.00 – €30.00 and the total cost of own shares buybacks shall not exceed €252,000,000.

The shares to be acquired will be used for purposes permitted by the applicable legal and regulatory framework and in particular:

A) Program cost of €232,000,000, to enhance the return of the Bank's shares to its shareholders and to enhance the "Earnings per share" and "Dividend per share" ratios.

It is noted that shareholder reward, comprising dividends and share buyback schemes, serves as a pivotal mechanism for the Bank to attract and retain high-caliber, long-term investors. The stabilization of Non-Performing Exposures at low single-digits and the maintenance of strong profitability and Return on Equity surpassing the European average, allow for the continuation of shareholder reward. The Bank intends to proceed with a subsequent cancellation of the above acquired own shares, in accordance with the relevant provisions regarding the time frame for the cancellation of Greek Law 4548/2018.

B) Program cost up to €20.000.000 for the free distribution of shares of the Bank to executives and/or staff of the Bank and its affiliated companies within the meaning of article 32 of Law 4308/2014, in accordance with the provisions of article 114 of Law 4548/2018 (stock awards), within the framework of programs of free distribution of shares, as established from time to time by decision of the General Meeting.

It is proposed that the aforementioned approval of a program for the purchase of own shares in accordance with Article 49 of Law 4548/2018 is granted for a period of 24 months as from the day of the AGM, i.e. through to 30/04/2028.



Furthermore, in the context of this proposed action, the AGM is asked to authorize the Board of Directors to arrange, as it sees fit, any other details and in general to take any other steps required for the implementation of the said share buy-back program, appointing proxies, as selected by the Board, to sign any document and to deal with all the procedural details related to this decision.

The buy-back by the Bank of own shares shall be implemented in compliance with the legal and regulatory framework applying, acquiring all the necessary regulatory approvals and especially Hellenic Corporation of Assets and Participations (HCAP's) approval in accordance with article 16C of L. 3864/2010 and ECB's approval pursuant to article 77 of Regulation (EU) No 575/2013.



7. Approval of an extraordinary program for the purchase of own shares in accordance with article 49 of Law 4548/2018, as applicable, and granting authorizations to the Board of Directors.

Required quorum:	1/5 of total common(*) voting shares
Required majority:	50% of the total voting rights (present or represented by proxy) + 1 (present or represented by proxy)

The Board of Directors proposes to the AGM for approval of an extraordinary share buy-back program by the Bank of own shares (treasury stock) as per the terms and conditions under article 49 of Law 4548/2018, as amended.

Share buy-backs will be carried out in accordance with the applicable legal and regulatory framework, and in any case within the framework of the directives and recommendations issued by the Greek and European supervisory authorities.

Under the said framework, the proposed maximum acquisition of own shares is of a number of up to 10% of the total outstanding shares, i.e. a maximum of 91,471,515 shares, taking into account at all times, within this maximum limit, the own shares already held by the Bank, as well as the own shares proposed to be acquired by the Bank in the context of the program for the purchase of own shares in accordance with article 49 of Law 4548/2018 under item 6 above, to be acquired over a period of 24 months as from the day of the AGM, i.e. through to 30/04/2028. Lastly, the price range for the purchase of own shares is suggested to be €1.00 - €30.00 and the total cost of own shares buybacks shall not exceed €300,000,000.

The shares to be acquired will be used for purposes permitted by the applicable legal and regulatory framework and in particular for further enhancing the performance of the Bank's shares for its shareholders and for strengthening the "Earnings per Share" ratio and the "Dividend per Share" ratio.

It is noted that the extraordinary share buy-back program constitutes a targeted capital management action and complements the "regular" profit distribution, as described in item 5, as well as the strengthening of the aforementioned ratios through the purchase of own shares, as described in item 6, reflecting the Bank's sustained excess capital position relative to its medium-term operating and risk profile.

Following the completion of its multi-year balance sheet transformation, the Bank has accumulated capital buffers that are structurally in excess of its regulatory requirements and internal capital needs under both baseline and adverse scenarios.

The extraordinary share buyback has been selected as the appropriate distribution mechanism, as it allows for a flexible and market-based return of capital while enhancing capital efficiency through the subsequent cancellation of repurchased shares. This approach supports an improvement in key per-share metrics, including earnings per share.



Importantly, the proposed extraordinary distribution has been calibrated so as not to constrain the Bank's ability to withstand adverse macroeconomic conditions or to meet its regulatory and supervisory capital requirements. Based on the Bank's capital projections over the three-year planning horizon, including under adverse stress scenarios, the Group is expected to maintain capital ratios, leverage ratios and MREL buffers comfortably above the applicable minimum requirements and supervisory guidance, both before and after implementation of the extraordinary share buyback.

In this context, the extraordinary capital distribution reflects disciplined balance sheet management. It ensures that excess capital is returned to shareholders in a manner fully consistent with the Bank's risk profile, capital planning framework and long-term sustainability, while preserving ample resilience under stress and full compliance with regulatory and supervisory expectations.

Accordingly, the Bank respectfully submits that the proposed capital distributions are fully aligned with prudent capital management principles, supervisory expectations and the long-term stability of the Group.

The Bank intends to subsequently proceed with the cancellation of the above own shares, in accordance with the relevant provisions concerning the timeframe for cancellation under Law 4548/2018.

The buy-back by the Bank of own shares shall be implemented in compliance with the legal and regulatory framework applying, acquiring all the necessary regulatory approvals and especially HCAP's approval in accordance with article 16C of L. 3864/2010 and ECB's approval pursuant to article 77 of Regulation (EU) No 575/2013.



8. Approval of the cancellation of own shares acquired under the approved by the 2025 AGM program for the purchase of own shares, with a corresponding decrease in the Bank's share capital, in accordance with article 49 of Greek Law 4548/2018 and relevant amendment to article 4 (Share Capital - Shares) of the Bank's Articles of Association.

Required quorum:	1/2 of total common(*) voting shares
Required majority:	66% of the total voting rights (present or represented by proxy) + 1 (present or represented by proxy)

The Annual General Meeting (AGM) of the Bank's Shareholders, which was held on 30 May 2025, approved a program for the purchase of own shares, the first part of which, with a cost of €174,000,000 and with a subsequent cancellation of these shares, to be acquired over a period of 24 months, i.e. through to 30/05/2027, in accordance with the provisions of Law 4548/2018, and following the approval of the Single Supervisory Mechanism (SSM) of the European Central Bank (ECB) on 28 May 2025.

In this context, the Bank proceeded to respective purchases and thus intends to proceed with the cancellation of 11,580,849 shares, which are held by the Bank as of 27 March 2026, as follows:

A) The cancellation of 11,580,849 treasury shares, with a nominal value of €1.00 per share, corresponds to a percentage (rounded) of 1.27% of the share capital.

These shares were acquired during the period from 4 June 2025 to 27 March 2026, within the framework of the abovementioned program for the purchase of own shares, at a weighted average purchase price of €12.6171 per share and a total cost of €146,116,723.89.

The proposed cancellation is consistent with the usual practice of listed companies in organized markets, either in Greece or abroad, and contributes to the improvement of key per-share figures, including earnings per share. The program shall continue until the purchase of shares up to the total amount of €174,000,000, according to the approval of the Single Supervisory Mechanism (SSM) of the European Central Bank (ECB) on 28 May 2025.

B) The cancellation of the own shares entails a reduction of the Bank's share capital by the amount of €11,580,849.00, in accordance with Article 29 of Law 4548/2018, which results from the total number of own shares to be cancelled multiplied by the nominal value of per share (i.e., 11,580,849 shares x €1.00 per share).



Following this reduction, the total share capital of the Bank will amount to €903,134,304.00 divided into 903,134,304 common registered shares, with a nominal value of €1.00 each.

C) Accordingly, Article 4 (Share Capital - Shares) of the Bank's Articles of Association should be amended as follows:

1) Amendment of Article 4(1) as follows:

“1. The Bank's share capital stands at €903,134,304.00 and is divided into 903,134,304 common shares of a nominal value of €1.00 each.”

2) The following point (lxvi) is added to Article 4(2) as follows:

“(lxvi) By resolution of the Annual General Meeting of Shareholders dated 30.4.2026 the Bank's share capital decreased by €11,580,849.00 through the cancellation of 11,580,849 own shares purchased by the Bank, each with a nominal value of Euro 1.00.

Accordingly, the Bank's share capital stands at €903,134,304.00, divided into 903,134,304 common registered shares of a nominal value of €1.00 each”.



9. Share Capital increase of €1,806,268,608.00 by capitalization of part of the Share Premium account for the amount of €1,806,268,608.00 and increase in the nominal value of each common registered share by €2.00 from €1.00 to €3.00. Reduction of Share Premium account by €1,806,268,608.00 and relevant amendment to article 4 (Share Capital - Shares) of the Bank’s Articles of Association.

Required quorum:	1/5 of total common(*) voting shares
Required majority:	50% of the total voting rights (present or represented by proxy) + 1 (present or represented by proxy)

Under this subject matter the Board of Directors proposes to the AGM the Share Capital increase of €1,806,268,608.00 by capitalization of part of the Share Premium account and increase in the nominal value of each common registered share by €2.00 from €1.00 to €3.00 and the equivalent decrease in the Share Premium account, i.e., by €1,806,268,608.00.

The capitalization of part of the Share Premium account is proposed for reasons of rationalization and optimization of the Bank’s equity structure. This action constitutes an internal accounting and corporate restructuring, without affecting the total amount of net equity and without altering the proportional participation of the shareholders.

The proposed capitalization strengthens the paid-up share capital, clarifies the Bank’s capital structure, and serves the purpose of corporate orderliness, financial presentation, and strategic flexibility.

The Board of Directors recommends that the General Meeting approves the relevant item. The capitalization of the Share Premium account will be carried out in accordance with the applicable legislative and regulatory framework, obtaining all necessary regulatory approvals, particularly the approval of the European Central Bank (ECB).

Accordingly, Article 4 (Share Capital - Shares) of the Bank’s Articles of Association should be amended as follows:

1) Amendment of Article 4(1) as follows:

“1. The Bank’s share capital stands at €2,709,402,912.00 and is divided into 903,134,304 common shares of a nominal value of €3.00 each.”

2) The following point (lxvii) is added to Article 4(2) as follows:

“(lxvii) By resolution of the Annual General Meeting of Shareholders dated 30.4.2026 the Bank’s share capital increased by 1,806,268,608.00 through the capitalization part of the



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Share Premium account, and each common registered share increased by €2.00 from a nominal value of Euro 1.00 to Euro 3.00.

Accordingly, the Bank's share capital stands at €2,709,402,912.00, divided into 903,134,304 common registered shares of a nominal value of €3.00 each".



10. Submission for discussion and advisory vote on the fiscal year 2025 Directors' Remuneration Report, in accordance with article 112 of Law 4548/2018.

Required quorum:	1/5 of total common(*) voting shares
Required majority:	50% of the total voting rights (present or represented by proxy) + 1 (present or represented by proxy)

The Board of Directors, based on a proposal by the Corporate Governance and Nominations Committee and the Human Resources and Remuneration Committee, and in accordance with the provisions of article 112 of Law 4548/2018, submits to the General Meeting of Shareholders the fiscal year 2025 Directors' Remuneration Report, for discussion and advisory vote. In particular, in accordance with article 11 of Law 4706/2020 and letter no. 683/26.3.2025 of the Hellenic Capital Market Commission, and in compliance with articles 109 to 112 of Law 4548/2018, it is noted that the Corporate Governance and Nominations Committee and the Human Resources and Remuneration Committee reviewed the information included in the final draft of the aforementioned Report and expressed a positive opinion to the Board of Directors regarding the said Report, proposing its submission for discussion and the provision of an advisory vote thereon by the General Meeting of Shareholders. Moreover, the fiscal year 2025 Directors' Remuneration Report has been reviewed by the audit firm "PriceWaterhouseCoopers (PwC)", in accordance with Article 112 para 4 of Law 4548/2018.

Information on the total remuneration paid to Members of the Board of Directors for the fiscal year 2025 and respective explanations are included in the Report, in accordance with article 112 of Law 4548/2018.

The fiscal year 2025 Directors' Remuneration Report, including the opinion of the Corporate Governance and Nominations Committee and the Human Resources and Remuneration Committee is available on the Bank's website at: <https://www.nbg.gr/en/group/investor-relations/general-meetings-all-data>.

The fiscal year 2025 Directors' Remuneration Report shall remain available on the Bank's website for a time period of ten (10) years, in accordance with Law 4548/2018.

Pursuant to article 112, paragraph 3 of Law 4548/2018, the shareholders' vote on the submitted Remuneration Report is advisory.



11. Approval of the remuneration of the Board of Directors of the Bank for the financial year 2025 and determination of their remuneration as per article 109 of Law 4548/2018 through to the AGM of 2027.

Required quorum:	1/5 of total common(*) voting shares
Required majority:	50% of the total voting rights (present or represented by proxy) + 1 (present or represented by proxy)

The Board of Directors (“Board/BoD”), based on a proposal by the Corporate Governance and Nominations Committee, taking into consideration: a) the applicable legal and regulatory framework and in particular including the provisions of Law 4261/2014, Law 4548/2018, as in force, and the Bank of Greece Executive Committee Act No 231/1/15.07.2024, and b) the provisions of NBG Directors’ and Senior Managers’ Remuneration Policy, proposes for approval by the Annual General Meeting (“AGM”), the fixed remuneration¹ paid during 2025, to the Members of the Board, for the financial year 2025, totaling **€1,814,481**², in accordance with Article 27 of the Bank’s Articles of Association, as per the amounts mentioned below.

NON-EXECUTIVE BOARD MEMBERS REMUNERATION					
Name and Surname	Capacity	Gross BoD and BoD Committee Remuneration (in Euros)	Net BoD and BoD Committee Remuneration (in Euros)	Gross Remuneration for Dependent Employment (in Euros)	Remuneration for Dependent Employment excluding Insurance and Tax Contributions ³ (in Euros)
Gikas Hardouvelis	Chair	-	-	379,500	205,754
Aikaterini Beritsi	Independent Non-Executive Member	175,433	93,184	-	-
Jayaprakasa (JP) Rangaswami	Independent Non-Executive Member	175,433	98,273	-	-
Avraam Gounaris	Independent Non-Executive Member / Senior	175,433	98,273	-	-

¹ Amounts related to the fringe benefits and to the Bank’s pension scheme by which Executive Board Members are covered, are not included.

² Total net annual amount following any withholding for insurance fund and income tax requirements.

³ Insurance contributions, tax, stamp duty are not included.



	Independent Director				
Wietze Reehoorn	Independent Non-Executive Member	196,765	109,963	-	-
Elena Ana Cernat	Independent Non-Executive Member	158,750	89,131	-	-
Anne Marion - Bouchacourt	Independent Non-Executive Member	196,765	115,927	-	-
Matthieu Kiss	Independent Non-Executive Member	196,765	109,963	-	-
Athanasios Zarkalis (Board Member until 29.01.2025)	Independent Non-Executive Member	12,299	6,918	-	-
Claude Piret (Board Member until 03.11.2025)	Independent Non-Executive Member	165,064	97,686	-	-
Michael Tsamaz (Board Member since 03.11.2025)	Independent Non-Executive Member	25,476	13,469	-	-
Oscar Rodriguez (Board Member since 03.11.2025)	Independent Non-Executive Member	31,701	17,728	-	-
Periklis Drougkas	Non-Executive Member / Representative of the Hellenic Corporation of Assets and Participations (HCAP)	185,150	98,509	-	-
TOTAL		1,695,034	949,024	379,500	205,754

Concerning the Executive Board Members, it is noted that they do not receive any remuneration in their capacity as BoD or BoD Committee Members, their remuneration is based on dependent employment contracts, while in accordance with the provisions of the NBG Directors' & Senior Managers' Remuneration Policy, Executive Members of the Board participate in the Stock Awards Program established by the Bank following the respective approval of the AGM held on 28 July 2023 and in the pension plan which the Bank has in place. Specifically for 2025 the gross annual salary for the Executive Board Members is €720,000 (€402,795 net of insurance contributions, tax, stamp duty) for the



CEO and €470,000 (€256,905 net of insurance contributions, tax, stamp duty) for the Executive Board Member-General Manager of Retail Banking.

The Board, pursuant to Article 109 of Law 4548/2018 as in force, as well as in accordance with Article 27 of the Bank’s Articles of Association, and in line with the NBG Directors’ and Senior Managers’ Remuneration Policy, taking into account, among others, that Directors’ remuneration approved by the Annual General Meeting of 2025:

- a) Reflects the Directors’ individual skills, expertise, duties, dedication and time commitment inherent to the role that they undertake and the responsibilities of each directorship position, as well as their scope and complexity of responsibilities and workload,
- b) Sufficiently addresses remuneration alignment considerations, including inflationary pressures and
- c) Supports sound corporate governance and effective Board oversight,

acknowledges that the current remuneration level of Board Members, remains appropriate and competitive.

Within this context, the Board shall propose the approval, by the AGM, of the same level of gross annual remuneration for the Board Members as this has been previously approved by the Annual General Meeting of 2025, reflecting among others the Bank’s commitment to stability and prudent cost management.

More specifically for the Executive Board Members as per the amounts mentioned above, i.e. gross annual salary €720,000 for the CEO and €470,000 for the Executive Board Member-General Manager of Retail Banking, while for the Non-Executive Board Members as per the amounts shown in the table below:

PROPOSED GROSS ANNUAL REMUNERATION OF NON-EXECUTIVE BOARD MEMBERS (in EUR)	
Board Chair	379,500
Senior Independent Director	175,433
Board Member	158,125
Committee Chair (Regulated Committees)	196,765
Committee Chair (Non-Regulated Committees)	175,433
HCAP Representative	185,150

The Bank considers Pay Equity and Transparency to be integral to its remuneration philosophy and broader Human Capital strategy. Within this context, Directors’ remuneration supports the Bank’s commitment to maintaining remuneration practices that are objective, transparent and free from gender-based bias and is based on equal pay for male and female directors for equal work or work of equal value, in alignment with the framework of the NBG Directors’ & Senior Managers’ Remuneration Policy and in



alignment to the applicable legal and regulatory framework and market conditions on Board remuneration.

The approval of Directors' remuneration applies up to the Annual General Meeting of Shareholders of year 2027 and of course on condition that in any case the conditions of the legal and regulatory framework, as each time in force, are met. The terms of the contracts of Executive Board Members and of the Chair of the Board are determined by the NBG Directors' and Senior Managers' Remuneration Policy, as approved by the Board of Directors and by the General Meeting of Shareholders.

Moreover, in accordance with the NBG Directors' & Senior Managers' Remuneration Policy and in view of the volatile and highly competitive conditions in the European and domestic banking sector, the Board of Directors, is authorised to continue to examine on an ongoing basis the level of remuneration of the Members of the Board of Directors taking into consideration the conditions of competition in the European and domestic banking sector as well as the work provided by the Members of the Board of Directors and it could adjust such remuneration, in compliance with the provisions of the each time applicable legal and regulatory framework, as each time in force and subject to approval by the next Annual General Meeting of Shareholders.

More detailed information on the proposed Board Members' remuneration is included in fiscal year 2025 Directors' Remuneration Report, which is available on the Bank's website (including more information on the Bank's applicable remuneration policy and a full analysis of all fixed and variable remuneration elements): <https://www.nbg.gr/en/group/investor-relations/general-meetings-all-data>.



12. Submission of the Independent Non-Executive Directors' Report pursuant to article 9 par. 5 of Law 4706/2020.

[This item is submitted to the General Meeting in accordance with article 9 par. 5 of Law 4706/2020 as in force and does not require voting or decision taking].

In accordance with article 9 par. 5 of Law 4706/2020, the Independent Non-Executive Directors Report is submitted to the General Meeting of Shareholders.

The Report is available on the website of the Bank:

<https://www.nbg.gr/en/group/investor-relations/general-meetings-all-data>.



13. a) Announcement of the election by the Board of new Members of the Board of Directors in replacement of resigned Members, in accordance with Article 82 of Law 4548/2018, as in force [non-voting item], and b) Ratification of the status of Independent Non-Executive Members of new Members of the Board of Directors, in accordance with Article 5 of Law 4706/2020.

Required quorum - for item 13.b) which is subject to voting:	1/5 of total common(*) voting shares
Required majority - for item 13.b) which is subject to voting:	50% of the total voting rights (present or represented by proxy) + 1 (present or represented by proxy)

In accordance with article 82 of Law 4548/2018 and article 17 par. 3 of the Bank's Articles of Association, in the event that, as a result of resignation, a Director ceases to be on the Board, the remaining Directors may either provisionally elect another Director to fill the vacancy for the remaining term of office of the Director replaced, or continue to manage and represent the Bank without replacing the missing Director(s), provided that the number of the remaining Directors shall be at least seven (7). 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 General Meeting, which may replace the Directors elected even if no relevant item is included in the Agenda.

Further, in accordance with Law 4706/2020, as in force, in conjunction with the Hellenic Capital Market Commission guidance (especially, Q&As no. 427/2022 and 428/2022), the Board of Directors may assign the status of independent non-executive member to an existing or new member in the event that an independent non-executive member ceases to serve on the Board and the Board resolves to replace them, while at the next General Meeting, the replacement is announced and the General Meeting is called upon to ratify the independent status.

On January 29th, 2025, during the Board of Directors session, the resignation of Mr. Athanasios Zarkalis from the position of Independent Non-Executive Board Member was announced. Moreover, on November 3rd, 2025, during the Board of Directors session, the resignation of Mr. Claude Piret from the position of Independent Non-Executive Board Member, due to the loss of independence status as per Law 4706/2020, was announced. Mr. Claude Piret also served as Chair of the Board Risk Committee, while it is noted that in view of Mr. Piret's expected loss of independence status, a succession planning process was initiated by the Board Corporate Governance and Nominations Committee, as was also disclosed to the AGM of 2024 as part of the said AGM Agenda Item on Board members' elections.

In this context, having considered especially the existing regulatory framework and especially Laws 4706/2020 [as recently amended (also) by Law 5178/2025 which transposed Directive EU/2022/2381 on improving the gender balance among directors of



listed companies], 4548/2018, 4261/2014 and 3864/2010, 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), the ECB policy/expectations relating to bank board expertise on ICT and security risks (February 2024) and the existing operating framework of the Single Supervisory Mechanism (SSM), all as in force, as well as the Bank's relevant internal framework and especially Articles of Association, Corporate Governance Code, Charter of the Corporate Governance and Nominations Committee, Policy for the Nomination of Board members, 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, and following an extensive recruitment process under the oversight of the Board Corporate Governance and Nominations Committee, the Board, following proposal by the Corporate Governance and Nominations Committee, at its meeting held on November 3rd, 2025, elected Mr. Michalis Tsamaz and Mr. Oscar Rodriguez-Herrero as Independent Non-Executive Directors, in replacement of resigned Independent Non-Executive Members, in accordance with article 17 par. 3 of the Bank's Articles of Association and the current corporate governance framework, with a term of office until the Ordinary General Meeting of the year 2027. With the election of these two new independent non-executive Board members, in replacement of resigned ones, the total number of independent non-executive members on the Bank's Board of Directors remains as determined by the Annual General Meeting of Shareholders of 25 July 2024 [i.e. nine (9) independent non-executive members, with a term of three (3) years, i.e., until the 2027 Annual General Meeting], while the total number of Board members likewise remains unchanged at thirteen (13).

The new Board members, Mr. Michalis Tsamaz and Mr. Oscar Rodriguez-Herrero:

- ✓ fulfil the minimum requirements provided in legal, regulatory and internal framework with regard to qualifying/eligibility criteria for Board membership and directors' incompatibilities;
- ✓ meet the minimum suitability (fit and proper) criteria set out in the regulatory framework and the Bank's internal policies, namely:
 - knowledge, skills and experience (both theoretical and practical);
 - reputation, honesty and integrity;
 - independence of mind/no conflicts of interest;
 - sufficient time commitment to the exercise of their duties, thereby meeting time commitment requirements in accordance with the provisions of the regulatory framework;
- ✓ meet the independence requirements laid down in the applicable regulatory framework (especially Law 4706/2020 and Bank of Greece Executive Committee Act 224/1/21.12.2023, as in force), and there were no impediments identified in line with the applicable framework for their election by the Board as Independent Non-Executive members of the Board;



- ✓ have confirmed that there was no legal impediment to their election as per article 3 para 4 of Law 4706/2020, as in force; and
- ✓ complement the Board collective suitability. More specifically, with the election of the two new Independent Non-Executive Board members, in replacement of resigned ones, the current Board composition:
 - remains in compliance with the criteria provided by the legal and regulatory framework, especially provisions on independent members and diversity, especially considering that:
 - there is a significantly higher than required number of independent Directors, ensuring the desired level of independence on the Board and its Committees (90% of the non-executive members and 75% of the total Board members); and
 - the desired level of gender diversity is already in alignment with the new regulatory thresholds foreseen in Law 5178/2025, transposing Directive EU 2022/2381, applicable as of 30.06.2026 (i.e. 4 female out of a total of 12 Board members currently), while maintained higher above currently applicable minimum regulatory standards (i.e. above the currently legally required 25% of total Board members, as outlined in Article 3A par.2 of Law 4706/2020).
 - is deemed collectively suitable, as it is deemed to have a sufficient and adequately broad range of knowledge, skills, industry experience, independence, competence and diversity of perspectives to enable it to carry out its responsibilities and exercise effective oversight, monitor and constructively challenge proposed decisions and bring new insights, contribute to the effective management of the Bank, and to make objective and balanced decisions in the best long-term interests of the Bank, its shareholders and other stakeholders, considering especially the Bank's business model, geographical footprint and the need to ensure a strong presence of banking experience and a variety of skills contributing to Board effectiveness; and
 - has the right combination of characteristics and expertise, which includes being able to understand, identify, monitor and mitigate the risks the Bank faces, to ensure the Bank is properly managed, benefiting from a highly diverse Board of Directors with increased levels of independence and significant experience and expertise.

It is noted that the fit and proper assessment of both new members carried out by the European Central Bank within the framework of the Single Supervisory Mechanism, has been successfully completed.

The individual profiles of the new Board members, which include detailed curriculum vitae and ascertainment of suitability criteria in accordance with the Bank's Board of Directors Suitability Assessment Policy, as well as ascertainment of the fulfilment of independence criteria are available for the shareholders on the Bank's website at:

<https://www.nbg.gr/en/the-group/investor-relations/general-assemblies>



In accordance with the above, under point (a) as stated in the title of this Agenda Item the Board announces the election by the Board of the new Members of the Board of Directors in replacement of resigned Members, in accordance with Article 82 of Law 4548/2018, as in force [non-voting item], and under point (b) as stated in the title of this Agenda Item, the General Meeting of Shareholders is called to ratify the status of the new Members of the Board of Directors as Independent Non-Executive Board Members, in accordance with Article 5 of Law 4706/2020 [voting item].



ANNEX 1

HOW SHAREHOLDERS CAN EXERCISE THEIR SHAREHOLDER RIGHTS

Shareholders having the right to participate and vote in the Annual General Meeting dated April 30th, 2026, as well as in the Repeat General Meeting dated May 6th, 2026 are those registered in the electronic registry of the Dematerialized Securities System (“DSS”) of the company “Hellenic Central Securities Depository” (“HCSD”) or those identified as such through registered intermediaries or other intermediaries, in line with the legislative provisions (Law 4548/2018, Law 4569/2018, Law 4706/2020 and Regulation (EU) 2018/1212, as in force) as well as the Rulebook of the Hellenic Central Securities Depository, as in force, available at its website <https://www.athexgroup.gr/en/about/regulatory/athexcscsd>, at the start of the fifth day prior to the date of the Annual General Meeting, i.e. on April 25th, 2026 (Record Date). Each common share is entitled to one vote.

The Hellenic Corporation of Assets and Participations participates in the General Meeting as per Law 3864/2010 and Law 5131/2024, as applicable and in force.

Status of shareholder on the Record Date is verified by any means provided by law and, in any case, by means of information or certificate or other form of certification obtained by the Bank electronically from the HCSD register through the Bank’s online connection to the DSS or through the intermediaries in line with the above provisions. A shareholder may participate in the Annual General Meeting through confirmations or notices of articles 5 and 6 of Regulation (EU) 2018/1212, which are provided by the intermediary, except if the General Meeting refuses said participation for good reason justifying this refusal in accordance with the applicable provisions (article 19 par.1 of Law 4569/2018, article 124 of Law 4548/2018).

To exercise the rights to participate and vote, it is not necessary to block the shares or follow any other similar process that may restrict the ability to sell and transfer shares in the period between the Record Date and the General Meeting (AGM or Repeat AGM).

Shareholders that do not comply with the deadline in par. 4 of article 128 of Law 4548/2018, i.e., that do not submit in writing or by electronic means the appointment of proxies or representatives to the Bank at least forty-eight (48) hours before the appointed date of the General Meeting, participate at the General Meeting unless the General Meeting refuses this participation for good reason which justifies this refusal.

REMOTE PARTICIPATION AND VOTE AT THE GENERAL MEETING IN REAL TIME BY TELECONFERENCE

In order for shareholders to participate and vote at the Annual General Meeting on 30 April 2026 or at the Repeat Meeting thereof remotely, in real-time by teleconference and by the use of electronic means, without their physical presence, they or their proxies must create and use an electronic shareholder account at the internet platform that has been developed by the Athens Exchange Group to provide remote General Meeting services, in real-time, by teleconference to listed companies on the website <https://axia.athexgroup.gr/en/home>.



The internet platform is provided by the company "Hellenic Central Securities Depository S.A.", while for the teleconference the Zoom Meetings service is provided by Zoom Video Communications Inc.

In order to access the internet platform, a personal computer, a smartphone or a tablet is required, a browser installed, and internet access.

In order for a shareholder or his/her proxy to create an account on the internet platform above, a valid electronic mail (email) account and a mobile telephone number are required by the shareholder or his/her proxy.

If, on accessing the electronic platform the above information entered by the shareholder does not match the information registered in the Dematerialized Securities System and provided to the Bank by the Hellenic Central Securities Depository or through intermediaries, as part of its services to facilitate shareholder identification for remote general meetings which are provided to listed companies in accordance with Part 3 of Decision No 8 of the Hellenic Central Securities Depository, "Technical terms and procedures for the provision of the Registry, Corporate and Other Related Actions Service", as well as the document "Terms and Conditions for the General Meeting of Shareholders", available at the Bank's website (<https://www.nbg.gr/en/group/investor-relations/general-meetings-all-data>), shareholders must provide or update the information above, in order to create the account.

For this purpose, shareholders are requested to contact without delay the Participant of the Securities Account in the DSS or any other intermediary that provides them with custody services for the shares of the Bank, as the case may be, in order to notify or to update their valid email address and mobile telephone number for identification.

Apart from the above document "Terms and Conditions for the General Meeting of Shareholders", available at the Bank's website, further instructions to participate at the General Meeting by teleconference will be sent via email to shareholders completing the above procedure and being eligible to participate at the Annual General Meeting or the Repeat Meeting thereof.

For any questions and for instructions, shareholders may contact the Bank's Subdivision for Shareholder Register, General Meetings and Corporate Announcements by email at GIANNOPOULOS.NIK@NBG.GR or by calling +30 2103343460, +30 2103343419, +30 2103343422 and +30 2103343411 (daily between 09.00 a.m. – 17.00).

Furthermore, starting with the publication of the present Invitation and until the end of the General Meeting, information and support will be provided to shareholders and their representatives regarding the proceedings of the General Meeting through the platform AXIA e-SM (e.g. connection, voting, etc.), at + 30 2103366426 or by email at AXIAeShareholdersMeeting@athexgroup.gr.

Shareholders that will participate at the Annual General Meeting by teleconference in real-time are taken into consideration for the formation of the quorum and majority and will be able to exercise their rights effectively during the General Meeting.

On the date of the Annual General Meeting, in order to participate in the proceedings, shareholders must log in on time through the internet platform



(<https://axia.athexgroup.gr/en/home>), at least fifteen minutes (15´) before the start time of the Annual General Meeting announced in the Invitation and state the number of voting rights with which they will participate in the Annual General Meeting and vote and, whether they wish to amend it (to a smaller amount).

Shareholders who are successfully connected to the internet platform will be able to participate in the Annual General Meeting in real-time by teleconference through a link that will be sent to them via email.

By activating the Zoom application through the link at the beginning of the Annual General Meeting, the Shareholders will have the ability to:

- a) follow the proceedings of the AGM by using electronic or audio-visual means,
 - b) be given the floor and address the General Meeting orally during the AGM,
- and, at the same time, through the internet platform they will have the ability to:
- c) vote in real time during the AGM on the items of the Agenda,
 - d) receive information on the recording of their vote.

PROCEDURE FOR REMOTELY PARTICIPATING IN THE VOTE BEFORE THE GENERAL MEETING (MAIL VOTE)

I. In addition, shareholders have the option to participate remotely, **in person or by proxy**, at the vote on the items of the General Meeting that will take place **before the General Meeting**.

Specifically, shareholders that wish to participate in and vote remotely on the items of the General Meeting that will take place before the General Meeting, can make use of the following options:

a) Either exercise the right to vote before the General Meeting through the internet platform <https://axia.athexgroup.gr/en/home> in which they have previously created an account and have successfully registered as described above, during the time period **from Sunday 26.04.2026 at 11.00 am until twenty-four (24) hours before the date of the General Meeting (i.e., until 11.00 am on 29.04.2026 at the latest)**.

b) Or fill in and send to the Bank's Subdivision for Shareholder Register, General Meetings and Corporate Announcements the "Mail vote document" with the signature certified (by the Greek Citizens' Service Centre, the Greek Police or Greek consulate authorities regarding residents of other countries or through the issuance of a digitally certified document by gov.gr or by any NBG branch), at: ground floor, 93 Eolou St., 10551 Athens, Greece or by fax to +30 2103343410 and +30 2103343095, or file this with any branch of the Bank's Branch network, while the above digitally certified document or digitally signed by using an appropriate electronic (qualified) signature may also be sent via e-mail to GIANNOPOULOS.NIK@NBG.GR, **at least twenty-four (24) hours before the date of the General Meeting (i.e. by 11.00 am on 29.04.2026 at the latest)**.



The “Mail vote document” is available to shareholders in hard copy through the Bank’s branch network, and in electronic form on the Bank’s website (<https://www.nbg.gr/en/group/investor-relations/general-meetings-all-data>).

c) Or participate based on confirmations or notifications provided by intermediaries under articles 5 and 6 of Regulation (EU) 2018/1212.

Shareholders that vote as above before the General Meeting are counted to form the quorum and majority, provided that the votes in question have been received by the Bank **by 11.00 am on 29.04.2026 at the latest.**

II. It is noted that shareholders that wish to appoint proxies to participate remotely at the vote on the items of the Annual General Meeting which will take place before the General Meeting, **can appoint up to one (1) proxy**; the appointment must be made **at the latest forty-eight (48) hours before the date of the General Meeting (i.e. by 11.00 am on 28.04.2026 at the latest), as specifically described below in point II.**

Following this deadline, it will not be possible to participate by proxy in the vote that will take place **before the General Meeting.**

III. If the quorum, as required by Law and the Bank’s Articles of Association in order to decide on all or part of the Agenda items, is not achieved during the meeting of 30 April 2026, at the Repeat General Meeting which will take place on 06.05.2026 at 11.00 am, the right to vote remotely, by mail vote **must be exercised again**, by a vote that will take place before the Repeat General Meeting, in the following ways:

a) Either by exercising again the right to vote before the Repeat General Meeting through the internet platform in which they have previously created an account and have successfully registered as described above, **during the time period from 02.05.2026 at 11.00 am until twenty-four (24) hours before the date of the Repeat General Meeting (i.e., until 11.00 am on 05.05.2026 at the latest).**

b) Or by filling in and sending to the Bank’s Subdivision for Shareholder Register, General Meetings and Corporate Announcements the “Mail vote document”, with the signature certified (by the Greek Citizens' Service Centre, the Greek Police or Greek consulate authorities regarding residents of other countries or through the issuance of a digitally certified document by gov.gr or by any NBG branch), at: ground floor, 93 Eolou St., 10551 Athens, Greece or by fax to +30 2103343410 and +30 2103343095, or filing this with any branch of the Bank’s Branch network, while the above digitally certified document or digitally signed by using an appropriate electronic (qualified) signature may also be sent, via e-mail to GIANNOPOULOS.NIK@NBG.GR, **at least twenty-four (24) hours before the date of the Repeat General Meeting (i.e. by 11.00 am on 05.05.2026 at the latest).**

c) Or by participating based on confirmations or notifications provided by intermediaries under articles 5 and 6 of Regulation (EU) 2018/1212.

Shareholders that vote as above before the Repeat General Meeting are counted for the formation of the quorum and majority, provided that the votes in question are received by the Bank **by 11.00 am on 05.05.2026 at the latest.**

IV. For the potential Repeat General Meeting on 06.05.2026, shareholders that had not appointed a proxy for the initial General Meeting, or shareholders that wish to replace the



proxy that had been appointed, in order to participate remotely at the vote that will take place before the Repeat General Meeting, **can appoint up to one (1) proxy, whose appointment must be made at least forty-eight (48) hours before the date of the Repeat General Meeting (i.e. by 11.00 am on 04.05.2026 at the latest), as specifically mentioned below in point II.**

After that date, it will not be possible to participate by proxy at the vote that will take place **before** the Repeat General Meeting.

For any questions and for instructions, shareholders may contact the Bank's Subdivision for Shareholder Register, General Meetings and Corporate Announcements by email at GIANNOPOULOS.NIK@NBG.GR or by calling +30 2103343460, +30 2103343419, +30 2103343422 and +30 2103343411 (daily between 09.00 a.m. – 17.00).

In addition, shareholders are asked to confirm that the "Mail Vote document" is successfully sent to and received by the Bank, and can, for this purpose, call the above numbers (Bank's Subdivision for Shareholder Register, General Meetings and Corporate Announcements).

PARTICIPATION PROCESS AND VOTE BY PROXY

I. Shareholders may participate in the AGM and may vote either in person or by proxy. Each shareholder may appoint up to 3 proxy holders. However, if the shareholder owns shares in the Bank that are held in more than one Investor Securities Account, such limitation shall not prevent the shareholder from appointing, in respect of the AGM, separate proxy holders for the shares appearing in each Account. A proxy appointment can be freely recalled. A proxy holder holding proxies from several shareholders may cast votes differently for each shareholder.

Shareholders may appoint a proxy for one or more General Meetings and for a specific period of time. The proxy votes in accordance with the shareholder's instructions, if there are any. Non-compliance by the proxy with the instructions received does not affect the validity of the decisions of the General Meeting, even if the proxy's vote was decisive in achieving the majority. The shareholder's proxy shall file the voting instructions for at least one (1) year from the date of the Annual General Meeting or the Repeat General Meeting.

Before the AGM commences, the proxy holder must disclose to the Bank any particular facts that may be of relevance for shareholders in assessing the risk that the proxy holder may pursue interests other than those of the shareholder. Within the meaning intended in this paragraph, a conflict of interest may arise in particular when the proxy holder: (i) is a controlling shareholder of the Bank or is another legal person or entity controlled by such shareholder; (ii) is a member of the Board of Directors or in general the management of the Bank, or of a controlling shareholder or another legal person or entity controlled by such shareholder; (iii) is an employee or an auditor of the Bank, or of a controlling shareholder or another legal person or an entity controlled by such shareholder; (iv) is a spouse or close relative (first degree) of a natural person referred to in (i) to (iii) hereinabove.

The appointment and revocation or replacement of a proxy holder shall be made in writing or by electronic means that are submitted to the Bank at least forty-eight (48) hours prior to the date of the AGM. Notification of the appointment and revocation or replacement of the proxy by electronic means is done by electronic mail at the email address on the



Invitation to the General Meeting, or in case of shareholders that are identified through intermediaries, through confirmations or notices of articles 5 and 6 of Regulation (EU) 2018/1212, which are provided by the intermediary.

II. Specifically for shareholder participation by proxy at the Annual General Meeting on 30.04.2026 (or the Repeat Meeting thereof), which will take place in a hybrid manner, namely remotely in real-time by teleconference and with the physical presence of Shareholders at the Athens Exchange, Ermis Meeting Room 110 Athinon Avenue, Athens, 10 442, at 11:00 am on Thursday, 30 April 2026, or by shareholder participation by proxy at the vote on the items of the Annual General Meeting that will take place before the General Meeting, **Shareholders or Participants in the Securities Accounts in the DSS or other intermediary that provides custody services for the shares of the Bank, can appoint up to one (1) proxy, whose appointment must be made at least forty-eight (48) hours before the date of the General Meeting (i.e. by 11.00 am on 28.04.2026 at the latest and for the Repeat Meeting by 11.00 am on 04.05.2026 at the latest).**

Upon receipt of the information above by the Bank and based on the email address and mobile telephone of the proxy, as declared in the proxy document, an account is created for the proxy on the internet platform; the proxy is informed by email in order to activate the account in order to exercise the rights of the shareholder in accordance with what is referred to above.

The Bank has made available documents:

- a) To appoint a proxy to participate in the Annual General Meeting of Shareholders on 30.04.2026, remotely in real-time by teleconference;
- b) To appoint a proxy to participate in the Annual General Meeting of Shareholders on 30.04.2026 physically; and
- c) To appoint a proxy to vote on the items of the Annual General Meeting that will take place before the General Meeting of Shareholders on 30.04.2026.

These documents are available to shareholders in hard copy through the Bank's branch network, and in electronic form on the Bank's website (<https://www.nbg.gr/en/group/investor-relations/general-meetings-all-data>).

The appropriate document must be filled-in, signed, with the signature certified (by the Greek Citizens' Service Centre, the Greek Police or Greek consulate authorities regarding residents of other countries or through the issuance of a digitally certified document by gov.gr or by any NBG branch), and sent to the Bank's Subdivision for Shareholder Register, General Meetings and Corporate Announcements at: ground floor, 93 Eolou St., 10551 Athens, Greece or by fax to +30 2103343410 and +30 2103343095 or is filed with any branch of the Bank's Branch network, while the above digitally certified document or digitally signed by using an approved electronic (qualified) signature may also be sent via e-mail to GIANNOPOULOS.NIK@NBG.GR at least forty-eight (48) hours prior to the date of the General Meeting. Shareholders are requested to confirm the successful dispatch of the appointment in writing and receipt by the Bank and may contact by telephone for this reason: +30 2103343460, +30 2103343419, +30 2103343422 and +30 2103343411



(Bank's Subdivision for Shareholder Register, General Meetings and Corporate Announcements).

PROCEDURE FOR PARTICIPATING IN THE AGM WITH PHYSICAL PRESENCE

For Shareholders who wish to participate in person or by proxy, with physical presence, in the General Meeting (or the Repeat Meeting thereof), at the Athens Exchange, Ermis Meeting Room 110 Athinon Avenue, Athens, 104 42, the use of identity card or passport is necessary.

Further, Shareholders or their proxies participating in the vote with physical presence may refer to the Secretariat of the AGM, which will be providing relevant clarifications and hard copy ballot papers as may be required.

**ANNEX 2****BALLOT PAPER FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
30 APRIL 2026
(and of any adjourned or postponed meeting thereof)**

	ITEMS OF THE AGENDA	FOR	AGAINST	ABSTAIN
ITEM 1:	Submission for approval of the Annual Financial Report of the Bank and the Group for the financial year 2025 (1.1.2025 – 31.12.2025), including the Annual Financial Statements of the Bank and the Group for the financial year 2025 (1.1.2025 – 31.12.2025), along with the relevant Board of Directors' Report and Statements as well as the respective auditor's reports.			
ITEM 2:	Submission of the annual Audit Committee Report on its activities during 2025 pursuant to article 44 par. 1 case i) of Law 4449/2017, which is included, as a separate section, in the Annual Financial Report of the Bank and the Group for the financial year 2025 (1.1.2025 – 31.12.2025).	WITHOUT VOTING		
ITEM 3:	Approval of the overall management by the Board of Directors as per article 108 of Law 4548/2018 and discharge of the Auditors of the Bank, with respect to the financial year 2025 (1.1.2025 – 31.12.2025), in accordance with par. 1 case c) of article 117 of Law 4548/2018.			
ITEM 4:	Election of regular and substitute Certified Auditors for the audit of the Financial Statements of the Bank and the Group, including the Sustainability Report, for the financial year 2026, and determination of their remuneration.			
ITEM 5:	Approval for distribution from the profits of 2025 year. Approval of resolution of reserves for distribution to shareholders of the Bank.			
ITEM 6:	Approval of a program for the purchase of own shares in accordance with article 49 of Law 4548/2018, as in force, and granting of authorization to the Board of Directors.			
ITEM 7:	Approval of an extraordinary program for the purchase of own shares in accordance with article 49 of Law 4548/2018, as applicable, and granting authorizations to the Board of Directors.			
ITEM 8:	Approval of the cancellation of own shares acquired under the approved by the 2025 AGM program for the purchase of own shares, with a corresponding decrease in the Bank's share capital, in accordance with article 49 of Greek Law 4548/2018 and relevant amendment to article 4 (Share Capital - Shares) of the Bank's Articles of Association.			



ITEM 9:	Share Capital increase of €1,806,268,608.00 by capitalization of part of the Share Premium account for the amount of €1,806,268,608.00 and increase in the nominal value of each common registered share by €2.00 from €1.00 to €3.00. Reduction of Share Premium account by €1,806,268,608.00 and relevant amendment to article 4 (Share Capital - Shares) of the Bank's Articles of Association.			
ITEM 10:	Submission for discussion and advisory vote on the fiscal year 2025 Directors' Remuneration Report, in accordance with article 112 of Law 4548/2018.			
ITEM 11:	Approval of the remuneration of the Board of Directors of the Bank for the financial year 2025 and determination of their remuneration as per article 109 of Law 4548/2018 through to the AGM of 2027.			
ITEM 12:	Submission of the Independent Non-Executive Directors' Report pursuant to article 9 par. 5 of Law 4706/2020.	WITHOUT VOTING		
ITEM 13:	a) Announcement of the election by the Board of new Members of the Board of Directors in replacement of resigned Members, in accordance with Article 82 of Law 4548/2018, as in force.	WITHOUT VOTING		
	b) Ratification of the status of Independent Non-Executive Members of new Members of the Board of Directors, in accordance with Article 5 of Law 4706/2020.			
	<ul style="list-style-type: none"> • Mr. Michalis Tsamaz, as Independent Non-Executive Member of the Board of Directors 			
	<ul style="list-style-type: none"> • Mr. Oscar Rodriguez-Herrero, as Independent Non-Executive Member of the Board of Directors 			

***Number of shares and voting rights**

In line with the provisions of article 123.3 (b) of Law 4548/2018, as in force, National Bank of Greece hereby discloses the total number of shares and voting rights existing as at 27.03.2026, the date of the invitation to shareholders to attend the Bank's forthcoming Annual General Meeting:

Specifically, the total share capital of the Bank amounts to 914,715,153 common registered shares with the right to vote on the items on the Agenda of the AGM.