



**FORM OF PROXY**  
**FOR PARTICIPATING REMOTELY BY TELECONFERENCE AT THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE NATIONAL BANK OF GREECE ON JULY 25<sup>th</sup>, 2024**

The undersigned shareholder of the National Bank of Greece S.A., or the legal representative thereof,

<b>Name/Company Name</b>	
<b>Name and Identity card/Passport number of the company's representative signing the form (for legal entities only)</b>	
<b>Address/Registered Office</b>	
<b>ID card or Passport Number/ Company's Register Number</b>	
<b>Mobile Phone</b>	
<b>E-mail</b>	
<b>Dematerialized Securities System (DSS) No.</b>	
<b>Number of Shares</b>	<input type="checkbox"/> <b>For the total number for which I will have a voting right on the Record Date, as this is stated in the Invitation of the AGM.</b>
	<input type="checkbox"/> ..... (exact number of shares)

**Hereby authorize and appoint:**

***[Please note that you can appoint, as follows, one (1) proxy holder of your choice.]***

- Mr. Pavlos Mylonas, Chief Executive Officer, resident of Athens (82-84, Eolou Str.), or
- Mr. Gikas Hardouvelis, Chair of the Board of Directors, resident of Athens (86, Eolou Str.)

**OR**

1. Mr./Mrs. .... (father's name)  
 ...., resident of....., Street  
 ..... No. ...., holder of ID/Passport Number  
 ....., email..... and Mobile Phone  
 Number.....

to represent me at the forthcoming Annual General Meeting of Shareholders of the National Bank of Greece, to be held on **Thursday, July 25<sup>th</sup> 2024 at 11:00 am**, remotely in real-time by teleconference or at the repeat meeting thereof, **take part in discussion** and **vote** as my proxy on my behalf with the total number of ordinary shares I own or hold the voting rights to on the Record Date, as stated in the Invitation of the Annual General Meeting, at their absolute discretion or in accordance with the following instructions in relation to the agenda items listed below, as follows:

*[Please note 'x' to indicate how you wish to vote. In absence of specific voting instructions, it is considered that authorization to vote at their absolute discretion has been granted to the proxy holder].*

	<b>ITEMS OF THE AGENDA</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
<b>ITEM 1:</b>	Submission for approval of the Board of Directors Report on the Annual Financial Statements of the Bank and the Group for the financial year 2023 (1.1.2023 – 31.12.2023), and submission of the respective Auditors' Report.			
<b>ITEM 2:</b>	Submission for approval of the Annual Financial Statements of the Bank and the Group for the financial year 2023 (1.1.2023 – 31.12.2023).			
<b>ITEM 3:</b>	Submission of the annual Audit Committee Report on its activities during 2023 pursuant to Article 44 par. 1 case i) of Law 4449/2017, which is included, as a separate section, in the Annual Financial Statements of the Bank and the Group for the financial year 2023 (1.1.2023 – 31.12.2023).	<b>WITHOUT VOTING</b>		
<b>ITEM 4:</b>	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 2023 (1.1.2023 – 31.12.2023), in accordance with par. 1 case c) of article 117 of Law 4548/2018.			

<b>ITEM 5:</b>	Election of regular and substitute Certified Auditors for the audit of the Financial Statements of the Bank and the Financial Statements of the Group for the financial year 2024, and determination of their remuneration.			
<b>ITEM 6:</b>	Submission of the Independent Non-Executive Directors' Report pursuant to Article 9 par. 5 of Law 4706/2020.	<b>WITHOUT VOTING</b>		
<b>ITEM 7:</b>	Approval of Board of Directors Suitability Assessment Policy and Procedure as per Article 3 of Law 4706/2020.			
<b>ITEM 8:</b>	Election of a new Board of Directors and appointment of independent non-executive members.			
<b>8.1</b>	Election of Mr. Gikas Hardouvelis as non-executive member of the Board.			
<b>8.2</b>	Election of Mr. Pavlos Mylonas as member of the Board.			
<b>8.3</b>	Election of Ms. Christina Theofilidi as member of the Board.			
<b>8.4</b>	Election of Ms. Aikaterini Beritsi as independent non-executive member of the Board.			
<b>8.5</b>	Election of Mr. Jayaprakasa (JP) Rangaswami as independent non-executive member of the Board.			
<b>8.6</b>	Election of Mr. Claude Piret as independent non-executive member of the Board.			
<b>8.7</b>	Election of Mr. Avraam Gounaris as independent non-executive member of the Board.			
<b>8.8</b>	Election of Mr. Wietze Reehoorn as independent non-executive member of the Board.			
<b>8.9</b>	Election of Ms. Elena Ana Cernat as independent non-executive member of the Board.			
<b>8.10</b>	Election of Ms. Anne Marion - Bouchacourt as independent non-executive member of the Board.			
<b>8.11</b>	Election of Mr. Matthieu Kiss as independent non-executive member of the Board.			

<b>8.12</b>	Election of Mr. Athanasios Zarkalis as independent non-executive member of the Board.			
<b>8.13</b>	Election of Mr. Periklis Drougkas - Hellenic Financial Stability Fund Representative, in accordance with Law 3864/2010, as in force, as member of the Board.			
<b>ITEM 9:</b>	Redetermination of the type of the Audit Committee, the term of office, the number and the qualities of its members as per Article 44 par. 1 case b) of Law 4449/2017.			
<b>ITEM 10:</b>	Approval of the remuneration of the Board of Directors of the Bank for the financial year 2023 and determination of the remuneration of the Chairman of the Board and executive and non-executive members as per Article 109 of Law 4548/2018 through to the AGM of 2025.			
<b>ITEM 11:</b>	Submission for discussion and advisory vote on the fiscal year 2023 Directors' Remuneration Report, in accordance with Article 112 of Law 4548/2018.			
<b>ITEM 12:</b>	Approval for partial resolution of taxed reserve formed in accordance with Article 48 of Law 4172/2013, with total amount of €508,368,162.62 for distribution to shareholders and to eligible personnel of the Bank.			
<b>ITEM 13:</b>	Amendment of the program for the purchase of own shares in accordance with article 49 of Law 4548/2018, as in force.			

A revocation of the present document must be notified in writing or by electronic means to the Bank at least forty-eight (48) hours before the corresponding date of the General Meeting.

I further state that I approve and confirm all acts of the above proxy in connection with this power of attorney.

..... 2024  
(place, date)

**The appointing person**

.....

*(signature & full name of the shareholder or details of the legal entity & signature & full name of the company's representative)*

**It is hereby certified (by the Greek consulate authorities or any NBG branch) that the above signature appears genuine.**

This document must be filled-in, signed, with the signature authenticated, and filed with the Bank's Subdivision for Shareholder Register, General Meetings and Corporate Announcements (ground floor, 93 Eolou St., 10551 Athens, Greece) or any branch of the Bank's network, or sent by fax to +30 2103343410 and +30 2103343095, or digitally signed by using a recognized digital signature (qualified certificate) by the representative or shareholder by e-mail to [GIANNOPOULOS.NIK@NBG.GR](mailto:GIANNOPOULOS.NIK@NBG.GR) **at least forty-eight (48) hours prior to the date of the General Meeting, i.e. by 11.00 am on 23.07.2024 at the latest.**