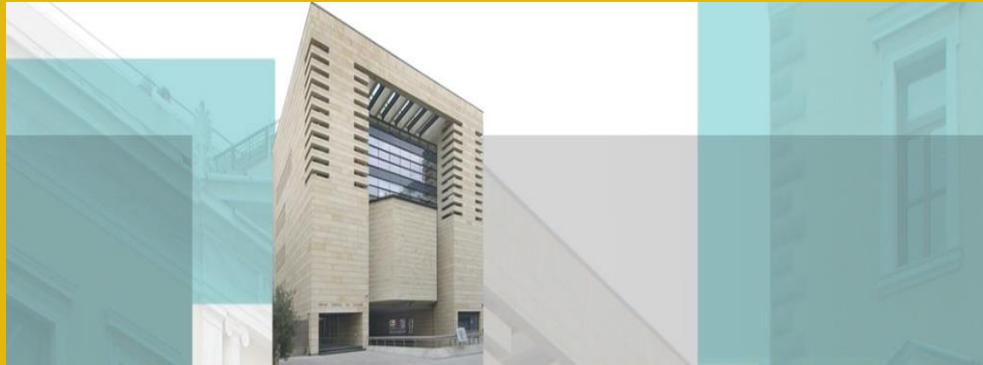


# BOARD COMMITTEE CHARTER

## Audit Committee



National Bank  
of Greece S.A.

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# 1. Introduction

The Audit Committee was established in 1999 and operates in accordance with the provisions of the Bank of Greece Governor's Act No. 2577/2006 and Greek Law 4449/2017 (Article 44), as in force.

## Document Control & Approval Record

Since 2010, the following versions of the Audit Committee Charter have been approved:

 VERSION	 APPROVAL BODY	 DATE
VERSION 1	BoD	26.05.2010
VERSION 2	BoD	29.01.2015
VERSION 3	BoD	01.03.2019
VERSION 4	BoD	29.07.2019
VERSION 5	BoD	26.11.2020
VERSION 6	BoD	31.03.2021
VERSION 7	BoD	24.03.2022
VERSION 8	BoD	26.05.2023 <sup>1</sup>

<sup>1</sup> Effective as of 26.10.2023.

## Review, Update & Maintenance

01

The Audit Committee (“the Committee”) reviews at least annually the adequacy of the present Charter and submits to the Board proposals on any amendments it deems expedient.

02

The Charter of the Audit Committee complies with the local corporate governance rules, as well as internationally accepted standards and practices such as the Institute of Internal Auditors (IIA).

03

This Charter will come into force upon its approval by the NBG Board, unless the Board explicitly decides otherwise, and can be amended at any time by Board decision to that effect.

## 2. Authorities & Purpose of the Committee

### 2.1 Authorities of the Committee

#### (i) Access to information

The Committee shall have access to all necessary information to perform its duties, including the authority to:

- Investigate any activity that falls within its purview.
- Obtain any information it requires from any NBG officer or employee.
- Facilitate communication between the independent auditor, the Internal Audit Function and the Board.
- Monitor the activity of the NBG Group subsidiaries’ Audit Committees and periodically communicate, through its Chair, with the Chairs of the Audit Committees of the NBG Group Subsidiaries in the context of the “Framework for Communication/Exchange of information between the NBG Group Audit Committee and the Subsidiary Audit Committees”.

#### (ii) Appointment of external advisors

The Committee is authorized by the Board to hire and retain, at its sole discretion, external legal or other professional advisers and to approve related fees and retention terms, in accordance with the Corporate

Governance Code and within the approved annual BoD budget, as well as in compliance with the legal and regulatory framework in place.

### **(iii) Expenses**

The Committee shall proceed to administrative expenses it deems necessary or expedient, within the approved annual BoD budget.

## **2.2 Purpose of the Committee**

The purpose of the Committee is to assist the Board of Directors in fulfilling its oversight responsibility relating to:

### **(i) Financial reporting process**

Reviewing the integrity of the financial statements of the Bank and the NBG Group, as well as other important disclosures (incl. for example ESG disclosures/disclosures of Sustainability-related Non - Financial Information).

### **(ii) External audit process**

Making recommendations to the Board regarding the appointment and remuneration of the auditing firm (“the Auditor” or “the Independent Auditor”), with a view to its appointment by the Annual General Meeting of Shareholders (“AGM”); to ensure its independence, objectivity and effectiveness as well as its periodic rotation according to the regulatory framework in force.

### **(iii) Effectiveness of the Internal Control System**

Monitoring and assessing annually the Internal Control System and the regulatory and compliance environment on both stand-alone basis, as well as at Group level and to inform the Board accordingly.

### **(iv) Performance of the Group Internal Audit Function**

- a. Ensuring that the Group Internal Audit Function possesses the relevant resources, competences and expertise to enable it to assess the

effectiveness of the organization's corporate governance system, risk management framework and the internal control environment, placing special focus on emerging risks that may adversely affect the organization.

- b. Reviewing annually the independence, objectivity, adequacy and operational effectiveness of the Group Internal Audit Function.

As part of its responsibility to foster open communication, the Committee will meet periodically with management, the Group Chief Audit Executive, and the Independent Auditor in separate executive sessions.

In the above context, the Committee shall review and oversee the risks under its competence, as these are defined under Section 3.1 below, with the aim to obtain reasonable assurance with respect to the Group's risk management practices of the risks under its competence.

Within the context of the Board Working Model of the Bank, topics related to areas of responsibility of the Committee shall also be discussed at the Board of Directors level as this may be required particularly as regards issues pertaining to important matters which the Committee has identified/reviewed.

## 3. Duties & Responsibilities of the Committee

### 3.1 Key Risks overseen by the Committee

The Committee is competent to oversee the following key risks:



## 3.2 Main Duties & Responsibilities of the Committee

To carry out its purpose the Committee shall undertake the following duties and responsibilities:

### I. Financial statements and related disclosures

#### *Financial Statements*

- a. Assess the drafting process of the annual and interim financial statements of the Group and the Bank and the relevant competences of the independent auditor, and any other financial disclosures.
- b. Review the financial statements before submission to the Board for approval, and express its view thereon, paying particular attention to:
  - critical accounting policies and practices, and any changes to them;
  - compliance with current accounting standards;
  - the formation of deferred tax assets and other matters that are highly judgmental and/or require careful assessment that may impact significantly the financial statements;
  - the extent to which the financial statements are affected by any significant or unusual transactions during the course of the year and how these transactions are disclosed;
  - the clarity and fullness of disclosures, as well as their cohesion with the information available to the Committee;
  - any significant adjustments proposed by the Independent Auditor;
  - the letters of representation requested by the Independent Auditor, before they are signed by the management of the Bank;
  - compliance with legal and regulatory requirements governing the publication and disclosure of financial statements, according to the stipulation of article 44 of Greek Law 4449/2017;
  - discuss earnings press releases, including the type and presentation of information on a quarterly basis.
- c. Review the fulfillment of requirements for disclosures in terms of financial statements and any other related disclosures (incl. for example ESG disclosures/disclosures of Sustainability-related Non-Financial Information)

#### *Monitoring*

- a. Oversees the effectiveness of the Bank's internal controls over financial reporting and respective internal audits carried out covering the financial reporting process.

- b. Monitor the audit of the annual financial statements and the review of the Interim financial statements, in particular, the progress of the audit and any significant audit and accounting issues encountered and conclusions by the competent authority pursuant to Article 26(6) of Regulation (EU) No 537/2014.

### ***Auditing & non-auditing services***

Pre-approve all auditing as well as non-auditing services in compliance with related regulations regarding auditor's objectivity and independence (Greek Law 4449/2017, Regulation (EU) 537/2014 and Law 3148/2003 art. 12).

## **II.External Audit**

### ***Appointment, Assessment & Rotation***

- a. Consider and make recommendations, in accordance with article 16 of Regulation (EU) 537/2014 and the provisions of Greek Law 4449/2017 and in general the legal and regulatory framework in force, to the Board on the appointment, re-appointment, removal, replacement, terms of engagement and fees of the Independent Auditor, to be submitted for approval by the AGM.
- b. Assess annually the Independent Auditors effectiveness, independence and objectivity, and provide for the rotation, at appropriate intervals, of both the Independent Auditor and key staff at the auditing firm carrying out the audits. Specifically with regard to rotation, as per Article 17 of Regulation (EU) 537/2014, the duration of the engagement audit contracts should not exceed a maximum duration of ten years. Moreover, there is also a maximum duration for the persons providing services under the capacity of the key audit partners responsible for carrying out the statutory audit. In particular, as per Article 48 of L. 4449/2017, the key audit partner responsible for carrying out the statutory audit, in accordance with Article 16 of Regulation (EU) 537/2014, cease their participation in the statutory audit not later than seven years from the date of their appointment. In accordance with Article 17 of Regulation (EU) 537/2014, the key audit partner responsible for carrying out the statutory audit shall not participate again in the statutory audit of the Bank before three years have elapsed following that cessation.

### ***Remuneration, permitted services & independence***

- a. Pre-approve the Independent Auditors fees in accordance with the legal and regulatory framework in force with respect to the regular audit of the annual

financial statements and submit the relevant proposal to the Board.

- b. Approve the provision of permitted auditing services besides the relevant audit and also of non-auditing services by the Independent Auditor to the Bank and its subsidiaries, pursuant to both Law 3148/2003, and Law 4449/2017, as in force and the Regulation (EU) 537/2014 and the provisions of other legislation in force, concerning objectivity and independence of auditors and related fees.
- c. Review and monitor the independence of the statutory auditor or the audit firm in accordance with Articles 21, 22, 23, 26 and 27 of Greek Law 4449/2017 and Article 6 of Regulation (EU) 537/2014, and in particular the appropriateness of the provision of non-audit services to the Bank in accordance with Article 5 of that Regulation.
- d. If the Independent Auditors' fee for a specific service, whether auditing or not, besides the regular audit, is lower than €20,000 the Chief Financial Officer may approve the said service and the fee related thereto, upon notification to the Audit Committee.
- e. If the Independent Auditor of a significant NBG Group subsidiary is an auditing firm other than the Bank's Independent Auditor, the provisions of par. b) hereinabove apply to the said auditor's services and fees as well.
- f. With respect to the fees under par. b) hereinabove of the NBG Group subsidiaries' auditors, the Audit Committee may authorize the said subsidiaries' Audit Committees to preapprove such services and fees, upon notification for final approval to the Bank's Audit Committee.

### ***Interaction with the Independent Auditor***

- a. Meet with the Independent Auditor at the planning, execution and reporting stages of the audit; also meet with the Independent Auditor at least once a year, without Management being present, to discuss any issues or problems occurred during to the audit and discuss any significant differences in views between the Management and the Independent Auditor.
- b. Meet with the Independent Auditor and management to discuss the annual audited financial statements and quarterly financial statements, including the Group's and the Bank's disclosures.
- c. Hold timely discussions with the Independent Auditor regarding the following:
  - accounting policies and practices;

- all critical judgments and estimates made by management;
  - other material written communications between the Independent Auditor and management, including, but not limited to, the management letter and schedule of unadjusted differences.
- d. Set policies, consistent with governing laws and regulations, for hiring personnel of the Independent Auditor.

### ***Interaction with the Board***

- a. Inform the Board of the outcome of the statutory audit and explain, through the report submitted by the independent auditor, how the statutory audit contributed to the integrity of financial reporting and the Committee's role in that process.
- b. Submit proposals to the Board regarding the specific areas where additional controls by the independent auditor may be required.

### ***Assessment of the adequacy of the Internal Control System (ICS)***

Recommend to the Board that it commissions, at least once every three years, an assessment of the adequacy of the Bank's and the Group's ICS from appropriately independent qualified certified auditors/accountants, who shall not be the statutory auditors. The related report shall be forwarded to the Bank of Greece (Department for the Supervision of Credit and Financial Institutions) within six months of the expiry of the 3-year period, while the Bank shall proceed to any further submissions and disclosures as each time stipulated by the applicable legal and regulatory framework. The independent external auditing firm that undertakes this task shall not undertake more than two successive assessments. Independent auditors and accountants that carry out the three-year evaluation, when assigned with their tasks, shall be authorized by the Bank to inform the Bank of Greece under the provisions of the applicable legal framework.

### ***Internal Control over Financial Reporting***

- a. Periodically review the adequacy and effectiveness of the internal controls over financial reporting, including any progress of the mitigating actions undertaken in the context of internal control system.
- b. Oversee the establishment of accounting policies by the Bank.
- c. Monitor the financial reporting process and submit any improvements aimed

at ensuring its integrity.

### **III. Internal Audit**

#### ***Adequacy, Effectiveness and Appropriateness of Internal Audit Function***

- a. Monitor and review the adequacy and effectiveness of the Group Internal Audit Function in line with Greek and European Laws and Regulations, as well as the International Standards of the Institute of Internal Auditors (IIA).
- b. Ensure that the Group Internal Audit Function has the appropriate skillset and capacity to audit and evaluate the effectiveness of the corporate governance, risk management and internal control framework including on the areas of capital management and financial control.

#### ***Audit Plan, Internal Audit Charter & Resources***

Review and approve the Group Internal Audit Function annual and three-year audit plan, including required resources and budget, the Internal Audit Charter; as well as any revisions thereto and submit them to the Board for final approval; and also submit to the Board, after discussing with the CEO, proposals to ensure that the Group Internal Audit Function is adequately resourced and has appropriate standing and independence within the Bank.

#### ***Appointment, evaluation & remuneration of the Group Chief Audit Executive***

- a. In consultation with the CEO, propose to the Board the appointment of the Group Chief Audit Executive, whose performance and ongoing suitability the Committee is competent to evaluate, as well as his/her replacement in those cases where the Committee deems that the appropriate “fit and proper” or adequacy requirements for the effective performance of Group Chief Audit Executive duties are not met. In any case, the Group Chief Audit Executive shall not be removed without prior approval of the Committee or the non-executive members of the Board of Directors.
- b. Consult with the Human Resources and Remuneration Committee before approving the compensation /remuneration of the Group Chief Audit Executive.

#### ***Interaction with the Group Chief Audit Executive***

- a. Review, with the Group Chief Audit Executive, the internal audit budget, resource plan, activities, and organizational structure of the Group Internal Audit Function.
- b. Authorize the Group Chief Audit Executive to inform the Executive Committee regarding any actions required by Management to mitigate significant risks.
- c. Meet with the Group Chief Audit Executive at least once a year, without management being present, to discuss issues falling under his sphere of responsibility and any problems that may have been identified by the internal audits.

#### **IV. Internal controls and regulatory compliance**

- a. Review the effectiveness of the Bank's and the Group's ICS and financial reporting, and report to the Board accordingly.
- b. Receive and assess, jointly with the Compliance, Ethics and Culture Committee, the Annual Compliance and AML/CFT reports submitted by the Group Compliance and Corporate Governance Function.
- c. Review the following Group Internal Controls Function Activity Plan & Reports:
  - Be informed on the NBG Internal Control Methodology for the Bank and the Group as well as amendments made.
  - Approve the Annual Internal Control Function Plan submitted by the Group Chief Control Officer, ensuring synergies with Internal Audit Annual Audit Plan.
  - Be informed on the F3 Significant Deficiencies and F4 Material Weaknesses in relation to the adequate and efficient design or operating effectiveness.
- d. Review any significant findings arising from the regulatory authorities' controls.

#### ***Interaction with the Board***

- a. Submit proposals to the Board regarding the selection and remuneration in accordance with the legal and regulatory framework in force, on a three-year basis, of the independent external auditing firm selected for the review of the Bank's Internal Control System.
- b. Submit recommendations to the Board on how to address any weaknesses identified and follow up on the implementation of measures taken.
- c. Provide a positive or negative statement that the Internal Control System has been evaluated, as part of the annual corporate governance statement.

### 3.3 Additional Duties & Responsibilities of the Committee

Further to what has been specifically stipulated above, in any case, the Committee is competent to:

- develop proposals, for consideration by the Board, regarding any matter within the purview of this Charter;
- perform any other activities within the purview of this Charter, at the request of the Board Chair or the Board or as required by the Corporate Governance Code.
- oversee issues within its purview in the overall context of maintaining a sustainable business model for the Bank.

## 4. Executive Accountability & Reporting Structures

Considering the Risks overseen by the Committee, the Bank has in place appropriate accountabilities at the Executive level for the day to day management of respective risks and the provision of all necessary feedback required by the Committee for the effective discharge of its duties. Within this context, the Committee can receive reports and information by the following Executive positions:

 Chief Executive Officer	 Group Chief Financial Officer
 Group Chief Audit Executive	 Group Chief Compliance & Corporate Governance Officer; and Heads overseeing Corporate Governance, Regulatory Compliance and AML/CFT, Money Laundering Reporting Officer (MLRO) (for the submission of annual regulatory reports reviewed jointly with the Compliance, Ethics and Culture Committee)

 Group Chief Risk Officer	 General Manager of Legal Services; Heads of Legal Services Units
 General Manager of Legacy Portfolio & Specialized Asset Solutions	 Executives overseeing Internal Control System functions
 Executives overseeing Regulatory Authority audits and Bank relations with Supervisors	 Data Protection Officer
 Group Chief Operations Officer; Executives overseeing Operations and IT	 Chief Information Security Officer; Executives overseeing information security
 Group Chief Control Officer	

Reporting structures and procedures in place may include the following, namely, the Committee, with regard to the areas of its competence, may:

### **Group Finance Division**

Receive from the Group Finance Division, and review, the Annual Report on the tasks performed by the said Division with respect to the organization, quality and academic qualifications of its officers, the adequate number of officers and the adequacy of resources available to it for the timely preparation of the Financial Statements.

### **External Audit**

- a. Be briefed on the annual external audit plan, before the audit commences, and ensure that it includes the required audit procedures, including the quality control measures applied by the Independent Auditor and the ability of the latter to respond to any changes in the regulatory framework.
- b. Monitor the submission of the Independent Auditor's reports on the Bank and the Group's significant subsidiaries, and be informed thereof.
- c. Require that the Independent Auditor reports in writing (in a Management Letter) any problems or weaknesses identified in the Internal Control System (ICS) during the audit of the Bank's annual financial statements, as well as any other issues that they consider worthy of comment.

- d. At least annually, obtain and review a report by the Independent Auditor describing:
- the Independent Auditor's internal quality control procedures;
  - any material issues raised by the most recent internal quality-control review or peer review, or by any inquiry or investigation by governmental or professional authorities within the preceding five years with respect to independent audits carried out by the Independent Auditor, and any steps taken to deal with such issues;
  - all relationships between the Independent Auditor and the company, addressing the matters set forth in Regulation EU 537/2014 and Greek Law 4449/2017 as in force. This report should be used to evaluate the Independent Auditor's qualifications, performance, and independence. Further, the Committee will review the experience and qualifications of the lead partner each year and determine that all partner rotation requirements, as promulgated by applicable rules and regulations, are executed. The Committee will also consider whether there should be rotation of the Independent Auditor itself. The Committee should present its conclusions to the full Board.

### **Internal Audit**

- a. Receive Internal Audit Activity & Findings Follow up Reports at least on a quarterly basis and ensures that senior management is taking necessary corrective actions in a timely manner to address control weaknesses, noncompliance with policies, laws and regulations, and other important issues identified by Internal Audit; and informs the Board of Directors accordingly.
- b. Be briefed on and monitor, through the Internal Audit Function, the procedures followed within the framework of the Bank's and the Group's anti-fraud policy, and promptly report any significant cases to the Board. Internal audit reports on compliance with BoG Act 42/30.05.14 and 47/09.02.15 staff adequacy, independence and suitability of processes of the Arrears and NPLs Management (ANPLM) function, as in force, are submitted to the Bank of Greece under responsibility of the Group Chief Audit Executive.
- c. Receive key findings regarding the compliance of the Bank's Arrears and NPE Management functions with applicable laws and regulations.
- d. Receive and review the annual report of the Group Internal Audit Function on the adequacy and efficiency of Internal Control System and reports to the Board accordingly.
- e. Obtain and review the reports by the Executive Committee on the adequacy of the

disclosure processes of the Bank and the Group.

- f. Be briefed on a regular basis on matters under its competence e.g., the financial performance of the Bank and the Group, significant outstanding legal cases.
- g. Be briefed, on an ad hoc basis, on special topics under its competence.

In any case, the Committee shall determine the nature, the amount, the format, and the frequency of the information on the risks under its competence it receives and the Executives of the Group which shall be required to provide information to the Committee, within the broader context of guidelines available per case on reporting to Board Committees.

Further, the Bank's Senior Executives are responsible, in case key risks under the competence of the Committee are identified relating to activities of their area of supervision, to raise these so that the Committee can be sufficiently informed about any important risk under its areas of oversight.

## 5. Composition of the Committee

The composition of the Committee is determined in accordance with the provisions of the applicable legal and regulatory framework, and while also considering the Bank's Policy - Methodology on reviewing the composition of Board Committees or any further individual guidance on Board Committee compositions/membership adopted upon recommendation of the Corporate Governance and Nominations Committee and Board resolution as this may be applied in conjunction to legal and regulatory provisions.

### 5.1 Membership

#### The Committee shall be composed of:

At least three (3) Board Members	The maximum number of Committee members cannot exceed 40% (rounded to the nearest whole number) of total Board Members (excluding the HFSF representative).	All members of the Committee shall be non – executive Board members, while 75% (rounded to the nearest whole number) of the members (excluding the HFSF Representative), including the Chair, shall be independent non-executive Board members, as per the definition of director independence included in NBG's Corporate Governance Code and in any case according to the provisions of the legal and regulatory framework in force.	<p>The HFSF Representative is appointed as a member of the Committee, in line with the process set out in the Relationship Framework Agreement with the HFSF and has the rights stipulated by L. 3864/2010, as well as by the Relationship Framework Agreement entered into force between the Bank and the HFSF.</p> <p>An HFSF Observer will be appointed in the Committee upon notification from the HFSF, who shall act as an observer and will have no voting rights.</p>
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## 5.2 Appointment of Committee Members

The Committee members shall be appointed by the Board or the General Meeting of Shareholders on the recommendation of the Corporate Governance and Nominations Committee. In any case, in accordance with Law 4449/2017, as in force, the structure of the Audit Committee, and the number and capacity of the Committee members shall be decided by the General Meeting of Shareholders.

## 5.3 Appointment of the Committee Chair / Vice-Chair – Role of Committee Chair

The Chair and the Vice-Chair of the Committee should be appointed by its members.

In case of replacement of a member of the Audit Committee by the Board of Directors or change in a member's capacity, it is required that the Audit Committee proceeds to reconstitution into a body.

The Chair of the Committee shall:

- ▶ Oversee and coordinate the Committee meetings:
  - request that the General Company Secretary convenes the Committee meetings, (including in case of relevant request by the HFSF Representative, as described in Section 6 “Modus Operandi of the Committee”)
  - specify the agenda, the frequency and the length of meetings, and promote the Committee's effectiveness in discharging its duties;
  - decide upon meetings via video/conference call and/or meetings via circulation, as described in Section 6 “Modus Operandi of the Committee”;
- ▶ Oversee and coordinate the Committee's workings, as described herein;

Should the Chair be absent or impeded, he/she shall be substituted by the Vice - Chair (if any), or the Committee's most senior (by date of appointment) member or any other member that the Committee shall appoint.

## 5.4 Appropriateness/Qualifications of the Committee

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## Members



The members of the Committee should fulfill the appropriateness criteria as set out by the regulatory framework as in force, whereas the size and collective knowledge of the Committee shall reflect the business model and the financial condition of the Bank.



The majority of the Committee members should have competence in finance, auditing and/or accounting issues.



At least one member of the Committee, which is an independent non-executive member, should have adequate knowledge and experience in auditing or accounting. Said member shall attend Committee meetings regarding the approval of financial statements.



The Committee members shall have competence relevant to the banking sector.



The Committee Chair should have adequate knowledge of the banking sector and specialized knowledge and specialized experience in order to supervise the activities of the Committee, especially regarding auditing procedures and accounting issues reviewed by the Committee.



The Committee Chair should not:

- serve as Chair of the Board;
- serve as the Chair of the Board's Risk Committee;
- hold simultaneously the position of the Head of Audit Function of the Bank.



Without prejudice to the abovementioned exception regarding the Chair of the Committee, participation in the Audit Committee does not exclude its members from participating in other Board Committees.

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## 5.5 Remuneration relevant to Committee duties

The Remuneration of Board members and remuneration related to Committee duties is determined within the framework of NBG's Corporate Governance Code, the Directors' and Senior Managers' Remuneration Policy, and is subject to approval by the General Meeting of Shareholders. Board members receive an annual fee for their participation in the Board as members and there is no

additional remuneration foreseen for the participation as member in the Committee, while the Chair of the Committee is remunerated in accordance with the remuneration structure applying for the position of Committee Chair, as this is each time determined by resolution of the Board of Directors and the General Meeting of Shareholders. In any case, remuneration follows the decisions of the Board of Directors and the General Meeting of Shareholders, as this each time applies.

## 5.6 Development & Performance Assessment

### Knowledge and Development

The Committee determines areas which it is considered appropriate for the Committee members to examine more thoroughly or matters on which training could be desirable, and considering also the provisions of the Board Training Policy in place, can arrange for deep-dives or trainings on specific areas, which can be hosted either internally or take place with the assistance of external providers.

### Performance Assessment

The Committee is subject to evaluation of its performance in accordance with the Bank's Policy on the Annual Self-Assessment of the Board and its Committees.

## 5.7 Term of Committee Members

The mandates of the Committee members shall automatically expire if they cease to be members of the NBG Board, while in accordance with Law 4449/2017, as in force, the term of appointment shall be decided by the General Meeting of Shareholders.

## 5.8 Resignation & Replacement of Committee Members

In the event of resignation, death or forfeiture, the Board of Directors appoints, from among its existing members, a new member in replacement thereof, for the remaining term of office of the member replaced, in accordance, with par. 1 and 2 of Article 82 of L. 4548/2018, which, if applicable, apply mutatis mutandis.

## 5.9 Secretary of the Committee

In discharging its duties, the Committee is assisted by the General Company Secretary in collaboration with the Group Corporate Governance Division.

## 5.10 Conflict of Interest

Committee members should not, during their term of office, hold posts or have capacities or carry out transactions that could be deemed incompatible with the Committee's mission.

## 5.11 Access & Confidentiality of Information

As mentioned above, one of Committee's authorities is the access to all necessary information to perform its duties. Committee members shall take all reasonable measures and precautions to maintain the secrecy and confidentiality of all confidential information of the Bank and the Group which may come to their knowledge in the performance of their duties, in accordance with NBG Corporate Governance Code.

# 6. Modus Operandi of the Committee

## 6.1 Frequency and Agenda of Meetings



The Committee shall meet on a regular basis, at least six times a year, and on an extraordinary basis if required, and keep minutes of its proceedings and report to the Board every three months or less if deemed necessary.



The Independent Auditor or the Group Chief Audit Executive may request a meeting with the Committee.



The Chair of the Committee shall specify the agenda, the frequency and the length of meetings, and ensure the Committee's effectiveness in discharging its duties.



Any member may suggest items in the agenda for consideration.



At the first meeting of each calendar year, the Committee shall decide on its priorities and plan for the rest of the year, within the broader context of the priority areas identified at Board level.

## 6.2 Convening Meetings & Notice to Members

- ▶ The Committee meetings shall be convened by the General Company Secretary at the request of the Committee Chair.
- ▶ Each member of the Committee and HFSF Observer shall be given written notice of the venue, time and date of each meeting.
- ▶ The agenda of items to be considered at each meeting, together with supporting documents, will be provided to the Committee members and the HFSF Observer at least five (5) calendar days in advance of the meeting, with a view to allowing sufficient time for review by the members prior to the meeting. In exceptional cases, and following consultation with the Committee Chair, supporting material could be provided to the Committee members in less than five (5) calendar days.
- ▶ The relevant documents are provided to the Committee members via the BoD Secretariat software used or through other means in accordance with Board Communication Principles as these are each time decided by the Board.
- ▶ With specific regard to the HFSF representative, if he/she submits a written request to the Committee Chair to hold a Committee meeting, which shall include all the proposed items of the agenda, and the Chair fails to call a meeting within seven (7) calendar days of the said written request or fails to include all the proposed items of the agenda, the HFSF representative shall be entitled to convoke the Committee meeting within five (5) days as of the expiry of the above seven (7) – day period. Such invitation shall be notified to all the members of the Committee and to the HFSF Observer.
- ▶ The HFSF Representative has the right to request an interruption of each meeting of the Committee for three (3) working days, until instructions are given by the CEO of the HFSF.

### 6.3 Meeting Methods

The Committee may, by decision of its Chair, hold meetings by video or conference call. The Chair may also ask the Committee to decide on certain documents through the exchange of e-mails or letters.

### 6.4 Quorum of Meetings & Attendance Guidelines

- ▶ The Committee shall have quorum and convene validly when half plus one of its members are present, including its Chair or Vice-Chair or his/her substitute.
- ▶ Meetings regarding the approval of financial statements shall be attended by the member of the Committee, which has adequate knowledge and experience in auditing or accounting, as mentioned above in subsection “Appropriateness/Qualifications of the Committee Members”.
- ▶ A duly convened meeting of the Committee at which a quorum exists is

authorized to exercise all or any of the powers and authorities of the Committee.

- ▶ A member's participation in a meeting by video link or audio link shall be deemed valid to that effect.
- ▶ Member attendance at Committee meetings shall be disclosed in the annual corporate governance statement.

## 6.5 Invitees

- ▶ The Committee may invite to its meetings any Board member, executive of NBG or of Group subsidiaries or such other person (employee, associate etc.) deemed appropriate to assist it in performing its responsibilities.
- ▶ The CEO is informed on attendance of executives of NBG or Group subsidiaries at Committee meetings, through the receipt of the meeting Agenda including information on presenters per Item.
- ▶ If invited to attend a Committee meeting, any executive of NBG and its Group is required to attend.

## 6.6 Delegation Guidelines

The Committee may delegate specific responsibilities and authorities to one or more individual Committee members, within the purview of its responsibilities and authorities, insofar as this is permitted by the applicable regulatory framework and the Bank's internal regulations and there is no conflict of interest.

## 6.7 Voting Guidelines

- ▶ Decisions shall be validly taken by simple majority vote of the members present. In the event of deadlock, the Chair's vote shall be decisive; if the Chair is absent, the Vice-Chair's/substitute's vote is decisive.
- ▶ In the event of a non-unanimous decision of the Committee, the views of the minority should be recorded in the minutes.

## 6.8 Minutes of Meetings

Resolutions and minutes of the Committee's Meetings shall be available (and forwarded to the members of the Committee) after the relevant meetings and shall be approved by the Committee members at a next Committee session.

# 7. Reporting to the Board & the Annual General Meeting

- ✓ The Committee shall review any issue referred to it by the Board Chair or the Board.
- ✓ The Committee prepares an Annual Report depicting its key workings during the previous year and priority areas for the coming year per case, which is included in the Annual Board of Directors Report, while it assesses the adequacy and effectiveness of its Charter, and makes proposals on any modifications it deems expedient.
- ✓ The Committee discusses all issues submitted to it by the Chair of the Board or the Board, and its Chair reports back to the Board.
- ✓ Additionally, following the Committee meetings there is relevant feedback provided to the Board of Directors on relevant issues discussed by the Committee. Under the oversight of the Committee Chair, provision of sufficient information to the Board of Directors on topics discussed by the Committee shall be promoted.
- ✓ Moreover, every three (3) months and/or more frequently if deemed necessary, the Committee prepares and submits to the Board reports on its activities regarding significant issues and, an annual report of its activities (including an assessment of its workings) addressed to the AGM, in accordance with the provisions of Law 4449/2017, as in force. The annual report on the Committee workings as per Law 4449/2017 shall be published together with the Annual Financial Report of the Bank.

## 8. Relationship & Cooperation with Other Board Committees / bodies / Executives

- ▶ Within the context of effectively performing its tasks, the Committee shall collaborate with any other Committee considered necessary, and can hold joint sessions with other Board Committees as may be required for the review of issues under its competence or may revert issues to other Board Committees for matters within their competency, as per case.
- ▶ The Chairs of the Audit and the Board Risk Committees shall coordinate their activities whenever and however they deem fit.
- ▶ Moreover, the Committee shall cooperate with the Compliance, Ethics and Culture Committee in case of issues identified that fall under the

competence of the Compliance, Ethics and Culture Committee, in the context of the interdependency and cooperation between the two Committees.

- ▶ The Committee may be supported and receive advice from any advisory council as deemed appropriate.
- ▶ Further, the Committee cooperates with any Bank/Group Unit and Executive of the Bank or Group entities, as deemed appropriate in the discharge of its responsibilities.

## Appendix – Table of Abbreviations

Abbreviation	Description
<b>AGM</b>	Annual General Meeting of Shareholders
<b>AML/CFT</b>	Anti-Money Laundering and Countering the Financing of Terrorism
<b>ANPLM</b>	Arrears and NPLs Management
<b>Board/BoD</b>	NBG's Board of Directors
<b>HFSF</b>	Hellenic Financial Stability Fund
<b>ICS</b>	Internal Control System
<b>IIA</b>	Institute of Internal Auditors
<b>IT</b>	Information Technology
<b>MLRO</b>	Money Laundering Reporting Officer
<b>NPE</b>	Non-Performing Exposure