

(on reverse of Certificate:)

Transfer Certificate

I, [Name of Transferor] do hereby transfer to [Name of transferee] [number] fully paid Series E Fixed/Floating Rate Non-cumulative Guaranteed Non-Voting Preferred Securities of with liquidation preferences of £50,000 and integral multiples of £1,000 above £50,000 each (the "**Preferred Securities**") in National Bank of Greece Funding Limited (the "**Issuer**") registered in my name in the register relating to the Preferred Securities (the "**Register**") in accordance with the Articles of Association of the Issuer and I, the said [Name of Transferor] do hereby consent that my name remain on the Register until such time as the transferee's name may be entered thereon by or on behalf of the Issuer. And I the said [Name of transferee] do hereby agree to take the Preferred Securities in accordance with the Articles of Association of the Issuer and to be registered as the holder in respect thereof and to release and indemnify the said [Name of Transferor] in respect of any obligations in respect of the Preferred Securities.

As witness our hands

Signed by the said [Name of transferor]

On the [•] day of [•]

In the presence of: [Name of witness]

Witness

Transferor

Signed by the said [Name of transferee]

on the [•] day of [•]

in the presence of: [Name of witness]

Witness

Transferee