

The Depository Trust Company
IMPORTANT
REVISED

B#: 1494-07

DATE: May 14, 2007

TO: All Participants

CATEGORY: Proxy

FROM: DTC Proxy Department

ATTENTION: Proxy Manager

SUBJECT: National Bank of Greece S.A.
AMERICAN DEPOSITARY SHARES
CUSIP #633643-408

The Bank of New York (“BNY”), depository for the above captioned American Depositary Shares (“ADSs”), has advised DTC that National Bank of Greece, the issuer of the ordinary shares underlying the ADSs, is holding an Ordinary and Extraordinary General Meeting which will be held on May 25, 2007. National Bank of Greece advises BNY that under Belgian law, shareholders wishing to vote at the meeting must, among other matters, effectively own shares on the day of the meeting itself.

To enable holders of ADSs to vote at National Bank of Greece the meeting, BNY has established a record date of May 10, 2007. Persons who hold A National Bank of Greece DSs on May 10, 2007, and on the day of the meeting and wish to vote the ordinary shares underlying their ADSs (subject to any applicable requirements or restrictions under Greece law or under Articles of National Bank of Greece associations) may provide instructions to BNY. Participants must provide such instructions to BNY by May 16, 2007 to be counted at the meeting. Participants should obtain the voting instruction forms for that purpose from The Bank of New York by calling (212) 815-4629, Michael J Brooks. In addition, Participants must follow the procedure described below.

To provide BNY with assurance that ADSs on which BNY has received voting instructions from a Participant will still be held in such Participant’s account on the meeting date, DTC has agreed to segregate positions on which voting instructions have been filed under a separate contra-CUSIP number. The number to be used for this purpose is 633643408. A Participant filing voting instructions with BNY on a position in such participants DTC account will be asked to provide BNY, as a part of those instructions a letter authorizing DTC to have its nominee, Cede & Co., execute a proxy on the

Participant's behalf and to take certain other actions (described below). The form of the authorization letter and the proxy are attached. Extra copies will be available from The Bank of New York.

BNY will advise DTC of all voting instructions received under this procedure and provide DTC with the proxy forms and the authorization letters signed by Participants relating to those instructions. For each such instruction, DTC will then execute a proxy, temporarily deduct the position being voted from the Participant's holdings under the National Bank of Greece ADSs CUSIP (633643-408), temporarily credit the position to an account maintained for BNY, and indicate that movement in the Participant's account under the National Bank of Greece ADSs contra-CUSIP (633643408). DTC will return this position to the Participant's account under the base CUSIP number upon instruction from BNY once the voting has been completed. This should occur on May 25, 2007.

Inquiries regarding this notice should be directed to Steve McGregor at (212) 855-5197 or DJ Finnegan at (813) 470-1115.

Oma Khan
Manager, Proxy

THE DEPOSITORY TRUST COMPANY

55 Water Street – 50th Floor
NEW YORK, NEW YORK 10041

VIA FACSIMILE: (212) 571-3050

THE BANK OF NEW YORK, AS DEPOSITARY (“BNY”)
101 BARCLAY STREET, 22 WEST
NEW YORK, NEW YORK 10286
ATTN.: Michael J Brooks
ADR DEPARTMENT

FOR PURPOSES OF ATTENDING THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF NATIONAL BANK OF GREECE, ORGANIZED UNDER THE LAWS OF GREECE (“THE COMPANY”) WHICH WILL BE HELD ON MAY 25, 2007.

CEDE & CO., THE NOMINEE OF THE DEPOSITORY TRUST COMPANY (“DTC”) CERTIFIES THAT ON THE INSTRUCTIONS OF THE PARTICIPANT NAMED BELOW HAS DELIVERED TO A DTC ACCOUNT MAINTAINED ON BEHALF OF BNY THE NUMBER OF AMERICAN DEPOSITARY SHARES (“ADSs”) SPECIFIED BELOW, WHICH ADSs REPRESENT AMERICAN DEPOSITARY SHARES OF THE COMPANY, UNTIL THE BANK OF NEW YORK ADVISES DTC THAT THE MEETING HAS CONCLUDED. CEDE & CO. HEREBY APPOINTS SUCH PARTICIPANT AS ITS AGENT AND PROXY TO GIVE OR CONFIRM ALL SUCH INSTRUCTIONS TO BNY AS MAY BE NECESSARY OR APPROPRIATE TO IDENTIFY THE BENEFICIAL OWNER(S) OF THE NUMBER OF ADSs SPECIFIED BELOW AND TO ENABLE THE PARTICIPANT FOR THE BENEFICIAL OWNER(S) OF THE ADSs REPRESENTED BY THE ADSs SPECIFIED BELOW TO ATTEND AND ADDRESS THE MEETING AND VOTE THEREAT.

THIS PROXY IS REVOCABLE AT ANY TIME AND IN ANY MANNER, INCLUDING BUT NOT LIMITED TO THE FILING BY CEDE & CO. WITH BNY OF AN INSTRUMENT SIMILAR TO THIS INSTRUMENT RELATING TO THE VOTING OF ADSs SPECIFIED BELOW AT THE MEETING, THE FILING OF WHICH INSTRUMENT SHALL REVOKE ALL THE AGREEMENTS AND INSTRUCTIONS SPECIFIED HEREIN.

NAME OF PARTICIPANT

NUMBER OF AMERICAN DEPOSITARY SHARES

DATED: _____, 20__

FACSIMILE SIGNATURE OF CEDE & CO.

[Participant Letterhead]

_____, 20____

The Depository Trust Company
55 Water Street – 50th Floor
New York, NY 10041

RE: National Bank of Greece S.A,
CUSIP No. #633643-408 American Depository Shares
DTC Account No. _____
Number of ADSs: _____

Gentlemen:

In order to enable the beneficial owner(s) of the number specified above (the “Deposited ADSs”) National Bank of Greece of American Depository Shares to vote at the Ordinary and Extraordinary Shareholders Meeting of National Bank of Greece which will be held on May 25, 2007 please take the following actions:

- (1) Have your nominee, Cede & Co., complete and sign the attached Proxy with respect to the Deposited ADSs and make the signed Proxy available for pick-up by The Bank of New York, (“BNY”); and
- (2) Deliver the Deposited ADSs from the undersigned’s above-referenced account to an account that you maintain on behalf of BNY until BNY instructs you to return the Deposited ADSs to the undersigned’s above-referenced account.

The undersigned certifies to you that the Deposited ADSs were on May 10, 2007, and are on the date hereof, on deposit in the undersigned’s above-referenced account.

Very truly yours,

(Print Participant’s Name)

BY:

(Signature)

(Print Name)

(Print Title)