

Date: [●]

*(on reverse of Certificate:)*

**Transfer Certificate**

I [*Name of transferor*] do hereby transfer to [*Name of transferee*] €[●] in nominal amount of Fixed-to-Floating Rate Non-voting Non-cumulative Perpetual Preferred Securities in HBOS Capital Funding No. 3 L.P. (the “**Issuer**”) issued on 23 May 2006 (the “**Preferred Securities**”) registered in my name in the register of Partners of the Issuer (the “**Register**”) in accordance with the terms of the Limited Partnership Agreement dated 19 May 2006 in relation to the Issuer (the “**Limited Partnership Agreement**”) 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’s general partner; And I the said [*Name of transferee*] do hereby agree to take the said Preferred Securities in accordance with and on the terms of the Limited Partnership Agreement and to be registered as the limited partner in respect thereof and to release and indemnify [*Name of transferor*] in respect of any obligations in respect of such Preferred Securities.

As witness our hands

Signed by the said  
on the      day of  
in the presence of:

\_\_\_\_\_  
Witness

\_\_\_\_\_  
Transferor

Signed by the said  
on the      day of  
in the presence of:

\_\_\_\_\_  
Witness

\_\_\_\_\_  
Transferor