

THE COMPANIES ACT 1985

PUBLIC COMPANY LIMITED BY SHARES

Resolution

of

Lloyds TSB Bank plc

At an extraordinary general meeting of the company duly convened and held on 16th September, 2005, the following resolution was passed:

Special resolution

That article 13 of the articles of association be amended to read:

The directors may delegate any of their powers to Lloyds TSB Group plc, or to any of its wholly owned subsidiaries, or to any one or more of their respective directors, employees or agents identified either by name, job title or function (any one of whom an "authorised person") or to any committee of one or more authorised persons. Any such authorised person(s) or committee shall have the power to sub-delegate to one or more authorised persons, or to a committee of one or more authorised persons, any of the powers delegated to him, them or it, provided that any authorised person(s) or committee to whom powers have been delegated or sub-delegated shall conform to any conditions which may from time to time be imposed by the person(s) or committee exercising the power of delegation or sub-delegation.

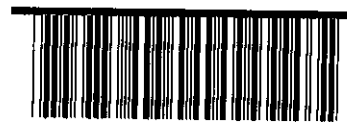
Any reference in Table A to a committee of directors shall be construed as including a committee empowered as above.

Any delegation or sub-delegation of powers may be revoked or varied at any time by the person(s) or committee exercising the power of delegation or sub-delegation. Regulation 72 shall not apply.



A J Michie

Company Secretary



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