

LLOYDS BANK Plc

2065

At an extraordinary general meeting of the members of the company, held at The Dorchester, Park Lane, London, on Monday, 27th November, 1995, the following resolution was passed as a special resolution:

RESOLUTION

THAT for the purpose of giving effect to the scheme of arrangement (the "scheme") dated 3rd November, 1995 (a print of which has been produced to the meeting and for the purpose of identification signed by the chairman):

- (a) the share capital of the company be reduced by cancelling all the scheme shares (as defined in the scheme);
- (b) forthwith and contingent on such reduction of capital taking effect:
 - (i) the share capital of the company be increased to its former amount by the creation of such number of new ordinary shares of £1 each as shall be equal to the number of scheme shares; and
 - (ii) the credit arising in the books of account of the company as a result of the cancellation of the scheme shares be applied in paying up in full at par the new ordinary shares of £1 each referred to in paragraph (b)(i), such new ordinary shares to be allotted and issued credited as fully paid to TSB Group plc and/or its nominees; and
- (c) the directors be authorised pursuant to and in accordance with section 80 of the Companies Act 1985 to give effect to this resolution and accordingly to effect the allotment of new ordinary shares referred to in paragraph (b) above, provided that (i) this authority shall expire on 30th June, 1996 and (ii) the maximum number of shares which may be allotted hereunder shall be 1,400,000,000.

A.J. Michie
Secretary.

November 1995

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COMPANIES HOUSE 05/01/05