

**PRINT OF WRITTEN RESOLUTION**

No 2065

**THE COMPANIES ACT 2006****PRIVATE COMPANY LIMITED BY SHARES****WRITTEN RESOLUTION[S]****of****LLOYDS TSB BANK PLC**

(Passed on 27 June 2012)

MONDAY



On Wednesday, 27 June 2012 the following resolutions were duly passed pursuant to Chapter 2 of Part 13 of the Companies Act 2006.

**ORDINARY RESOLUTIONS**

- (1) "That the accounts and the reports of the directors and of the auditors for the year ended 31 December 2011 be received"
- (2) "That PricewaterhouseCoopers LLP be re-appointed auditors of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company"
- (3) "That the directors be generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the company to allot shares or grant rights to subscribe for or to convert any security in the shares up to an aggregate nominal amount of:
  - (a) £75,714,249 in respect of ordinary shares, and
  - (b) £43,600,000, US\$39,437,500, €39,875,000 and ¥1,250,000,000 in respect of preference shares;

such authorities to apply in substitution for all previous authorities pursuant to section 551 of the Companies Act 2006, or preceding legislation, and shall expire on the anniversary of the date of passing this resolution, but so that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted after the authority ends"


**SPECIAL RESOLUTIONS**

- (4) "That, subject to the passing of Resolution 3 above, the directors be empowered to allot equity securities (as defined in section 560(1) of the Companies Act 2006) wholly for cash, pursuant to the authority given in resolution 3 above, or where the allotment

constitutes an allotment of equity securities by virtue of section 551 of the Act in each case:

- (a) In connection with a pre-emptive offer, and
- (b) Otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £75,714,249,

~~such power shall expire on the anniversary of the date of passing this resolution, but~~ so that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted after the power ends, the directors may allot equity securities under any such offer or agreement as if the power had not ended".



**Assistant Secretary  
For and on behalf of  
Lloyds TSB Bank plc**