

THE COMPANIES ACT 2006  
PUBLIC COMPANY LIMITED BY SHARE  
LLOYDS TSB BANK PLC  
COMPANY NUMBER 00002065  
(THE "COMPANY")

SATURDAY



A45

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20/10/2012  
COMPANIES HOUSE

#87

RESOLUTIONS OF THE COMPANY

At a general meeting of the members of the Company held on 9 August 2012 the following resolutions were passed

SPECIAL RESOLUTIONS

- 1 THAT the directors of the Company be and are hereby directed to procure that the Company
- (A) enters into an amendment agreement with Lloyds TSB Scotland plc, Lloyds TSB Private Banking Limited, Bank of Scotland plc, Scottish Widows Bank plc and AMC Bank Limited (the "**Amendment Agreement**") pursuant to which the loan facility agreement dated 5 May 2010 between the Company, Lloyds TSB Scotland plc, Lloyds TSB Private Banking Limited, Bank of Scotland plc, Scottish Widows Bank plc and AMC Bank Limited (the "**2010 Facility**") is amended and restated (the 2010 Facility as amended and restated being the "**Facility**") with a view to the Company and those other companies (other than AMC Bank Limited which will not be a party to the Facility) maintaining a "UK Defined Liquidity Group by modification" (the "**DLG**") for the purposes of obtaining a waiver under paragraph 12 8 9G of the Prudential Sourcebook for Banks, Building Societies and Investment Firms which forms part of the FSA Handbook of Rules and Guidance,
  - (B) takes any ancillary steps necessary to give effect to the Amendment Agreement and the Facility,
  - (C) from time to time takes such steps as are necessary to assist with the maintenance of the DLG (including the entry into further agreements amending the Facility if the members of the DLG change),
  - (D) directs the directors of the Company's subsidiary, TSB Intermediate Company 1 Limited ("**TSBIC1**"), to direct the directors of TSBIC1's subsidiary, TSB Intermediate Company 2 Limited ("**TSBIC2**") to procure that TSBIC1
    - (i) enters into the Amendment Agreement with a view to LTSBS continuing to form part of the DLG, and
    - (ii) takes any ancillary steps necessary to give effect to the Amendment Agreement and the Facility,
    - (iii) from time to time takes such steps as are necessary to assist with the maintenance of the DLG (including the entry into further agreements amending the Facility if the members of the DLG change),

by means of the Company

- (iv) proposing, as a member of TSBIC1, that TSBIC1 passes written resolutions pursuant to section 288 of the Companies Act 2006 in the following form (the "**TSBIC1 Resolutions**")

#### SPECIAL RESOLUTION

(1) THAT

(A) the directors of the Company be and are hereby directed to procure that the Company

- (i) directs the directors of the Company's subsidiary, TSB Intermediate Company 2 Limited ("**TSBIC2**") to procure that TSBIC2's subsidiary, Lloyds TSB Scotland plc ("**LTSBS**") enters into an amendment agreement with Lloyds TSB Bank plc, Lloyds TSB Private Banking Limited, Bank of Scotland plc, Scottish Widows Bank plc and AMC Bank Limited (the "**Amendment Agreement**") pursuant to which the loan facility agreement dated 5 May 2010 between LTSBS, Lloyds TSB Bank plc, Lloyds TSB Private Banking Limited, Bank of Scotland plc, Scottish Widows Bank plc and AMC Bank Limited (the "**2010 Facility**") is amended and restated (the 2010 Facility as amended and restated being the "**Facility**") with a view to the Company and those other companies (other than AMC Bank Limited which will not be a party to the Facility) maintaining a "UK Defined Liquidity Group by modification" (the "**DLG**") for the purposes of obtaining a waiver under paragraph 12 8 9G of the Prudential Sourcebook for Banks, Building Societies and Investment Firms which forms part of the FSA Handbook of Rules and Guidance,

(ii) directs the directors of TSBIC2 to procure that TSBIC2

- i directs the directors of TSBIC2's subsidiary, LTSBS to procure that LTSBS enters into the Facility with a view to LTSBS continuing to form part of the DLG,
- ii takes any ancillary steps necessary to give effect to the Amendment Agreement and Facility, and
- iii from time to time take such steps as are necessary to assist with the maintenance of the DLG (including the entry into further agreements amending the Facility if members of the DLG change),

by means of the Company

- (iii) proposing, as member of TSBIC2, that TSBIC2 passes written resolutions pursuant to s 288 of the Companies Act 2006 in the following form (the "**TSBIC2 Resolutions**")

## SPECIAL RESOLUTION

(1) THAT

(A) the directors of the Company be and hereby directed to procure that the Company

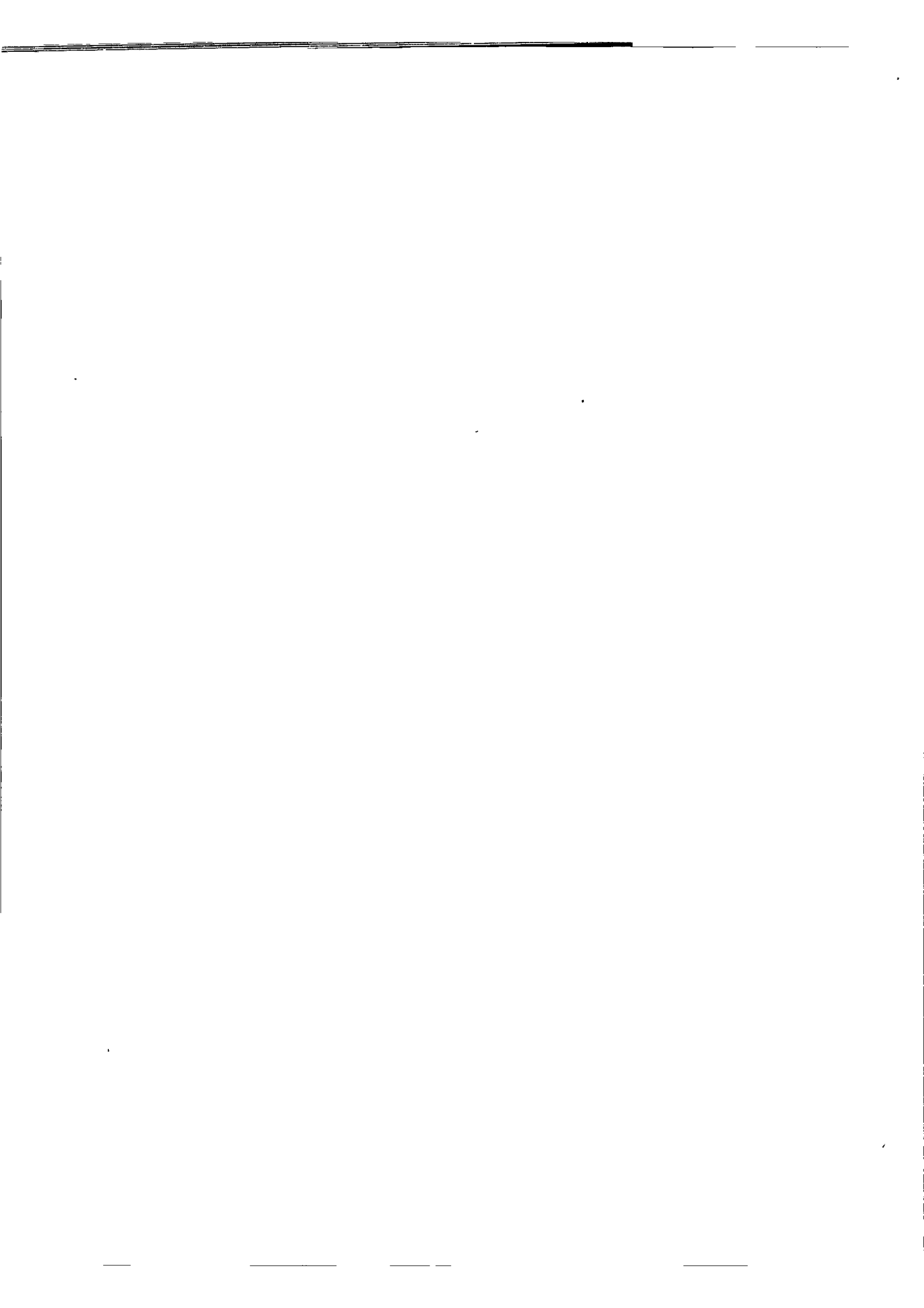
- (i) directs the directors of the Company's subsidiary, Lloyds TSB Scotland plc ("**LTSBS**"), to procure that LTSBS enters into an amendment agreement with Lloyds TSB Bank plc, Lloyds TSB Private Banking Limited, Bank of Scotland plc, Scottish Widows Bank plc and AMC Bank Limited (the "**Amendment Agreement**") pursuant to which the loan facility agreement dated 5 May 2010 between LTSBS, Lloyds TSB Bank plc, Lloyds TSB Private Banking Limited, Bank of Scotland plc, Scottish Widows Bank plc and AMC Bank Limited (the "**2010 Facility**") is amended and restated (the 2010 Facility as amended and restated being the "**Facility**") with a view to the LTSBS and those other companies (other than AMC Bank Limited which will not be a party to the Facility) maintaining a "UK Defined Liquidity Group by modification" (the "**DLG**") for the purposes of obtaining a waiver under paragraph 12.8.9G of the Prudential Sourcebook for Banks, Building Societies and Investment Firms which forms part of the FSA Handbook of Rules and Guidance,
- (ii) directs the directors of LTSBS to procure that LTSBS takes any ancillary steps necessary to
  - i give effect to the Amendment Agreement and the Facility, and
  - ii from time to time such steps as are necessary to assist with the maintenance of the DLG (including the entry into further agreements amending the Facility if the members of the DLG change),by means of the Company
- (iii) requisitioning a general meeting of LTSBS pursuant to section 303 of the Companies Act 2006 (the "**LTSBS Meeting**") to consider the following resolutions (the "**LTSBS Resolutions**")

### LTSBS Resolutions

## SPECIAL RESOLUTION

1 THAT

(A) the directors of the Company be and are hereby directed to procure that the Company



- (i) enters into an amendment agreement with Lloyds TSB Bank plc, Lloyds TSB Private Banking Limited, Bank of Scotland plc, Scottish Widows Bank plc and AMC Bank Limited (the "**Amendment Agreement**") pursuant to which the loan facility agreement dated 5 May 2010 between the Company, Lloyds TSB Bank plc, Lloyds TSB Private Banking Limited, Bank of Scotland plc, Scottish Widows Bank plc and AMC Bank Limited (the "**2010 Facility**") is amended and restated (the 2010 Facility as amended and restated being the "**Facility**") with a view to the Company and those other companies (other than AMC Bank Limited which will not be a party to the Facility) maintaining a "UK Defined Liquidity Group by modification" (the "**DLG**") for the purposes of obtaining a waiver under paragraph 12 8 9G of the Prudential Sourcebook for Banks, Building Societies and Investment Firms which forms part of the FSA Handbook of Rules and Guidance,
  - (ii) takes any ancillary steps necessary to give effect to the Amendment Agreement and the Facility, and
  - (iii) from time to time takes such steps as are necessary to assist with the maintenance of the DLG (including the entry into further agreements amending the Facility if the members of the DLG change), and
- (B) the actions to be taken by the directors of the Company pursuant to part (A) of this resolution will promote the success of the Company for the benefit of its members as a whole

#### **ORDINARY RESOLUTION**

2 THAT

- (A) the Company hereby authorises any steps to be taken, and ratifies any steps taken hereafter, by the directors of the Company to procure that the Company enters into an amendment agreement with Lloyds TSB Bank plc, Lloyds TSB Private Banking Limited, Bank of Scotland plc, Scottish Widows Bank plc and AMC Bank Limited (the "**Group Companies**") with a view to the Company and the Group Companies (other than AMC Bank Limited) maintaining a "UK Defined Liquidity Group by modification" for the purposes of obtaining a waiver under paragraph 12 8 9G of the Prudential Sourcebook for Banks, Building Societies and Investment Firms which forms part of the FSA Handbook of Rules and Guidance and performs its obligations under any documents entered into in connection therewith,
- (B) the Company hereby releases each and all the directors from any and all liability which they may howsoever incur to the Company by reason of the taking of the steps referred to in part (A) above, and
- (C) none of the directors of the Company who are also directors of any other Group Company, Lloyds Banking Group plc, HBOS plc, TSB Intermediate Company 1 Limited, TSB Intermediate Company 2 Limited and/or The Agricultural Mortgage Corporation plc shall infringe his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company as a result of the Company taking any action required by resolution numbered 1 above or this resolution

- (iv) consenting to short notice of the LTSBS Meeting, and
- (v) voting, as a shareholder of LTSBS, in favour of the LTSBS Resolutions, and
- (B) the actions to be taken by the directors of the Company pursuant to part (A) of this resolution will promote the success of the Company for the benefit of its members as a whole

#### ORDINARY RESOLUTION

2 THAT

- (A) the Company hereby authorises any steps to be taken, and ratifies any steps taken hereafter, by the directors of the Company to procure that the Company's subsidiary, Lloyds TSB Scotland plc, enters into an amendment agreement with Lloyds TSB Bank plc, Lloyds TSB Private Banking Limited, Bank of Scotland plc, Scottish Widows Bank plc and AMC Bank Limited (the "**Group Companies**") with a view to the Company and the Group Companies (other than AMC Bank Limited) maintaining a "UK Defined Liquidity Group by modification" for the purposes of obtaining a waiver under paragraph 12.8.9G of the Prudential Sourcebook for Banks, Building Societies and Investment Firms which forms part of the FSA Handbook of Rules and Guidance and performs its obligations under any documents entered into in connection therewith, and
- (B) none of the directors of the Company who are also directors of any other Group Company, Lloyds Banking Group plc, HBOS plc, TSB Intermediate Company 1 Limited and/or The Agricultural Mortgage Corporation plc shall infringe his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company as a result of the Company taking any action required by resolution numbered 1 above or this resolution

- (iv) signifying, as a member of TSBIC2, its agreement to the TSBIC2 Resolutions, before the TSBIC2 Resolutions lapse, and
- (B) the actions to be taken by the directors of the Company pursuant to part (A) of this resolution will promote the success of the Company for the benefit of its members as a whole

#### ORDINARY RESOLUTION

2 THAT

- (A) the Company hereby authorises any steps to be taken, and ratifies any steps taken hereafter, by the directors of the Company to procure that the Company's subsidiary, TSB Intermediate Company 2 Limited, procures that its subsidiary, Lloyds TSB Scotland plc, enters into an amendment agreement with Lloyds TSB Bank plc, Lloyds TSB Private Banking Limited, Bank of Scotland plc, Scottish Widows Bank plc and AMC Bank Limited (the "**Group Companies**") with a view to the Company and the Group Companies (other than AMC Bank Limited)



maintaining a "UK Defined Liquidity Group by modification" for the purposes of obtaining a waiver under paragraph 12 8 9G of the Prudential Sourcebook for Banks, Building Societies and Investment Firms which forms part of the FSA Handbook of Rules and Guidance and performs its obligations under any documents entered into in connection therewith,

- (B) the Company hereby releases each and all the directors from any and all liability which they may howsoever incur to the Company by reason of the taking of the steps referred to in part (A) above, and
- (C) none of the directors of the Company who are also directors of any other Group Company, Lloyds Banking Group plc, HBOS plc, TSB Intermediate Company 2 Limited and/or The Agricultural Mortgage Corporation plc shall infringe his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company as a result of the Company taking any action required by resolution numbered 1 above or this resolution

- (v) signifying, as a member of TSBIC1, its agreement to the TSBIC1 Resolutions, before the TSBIC1 Resolutions lapse, and

- (E) directs the directors of the Company's subsidiary, Lloyds TSB Private Banking Limited ("**LTSBPB**"), to procure that LTSBPB

- (i) enters into the Amendment Agreement with a view to LTSBPB continuing to form part of the DLG,
- (ii) takes any ancillary steps necessary to give effect to the Amendment Agreement and the Facility, and
- (iii) from time to time takes such steps as are necessary to assist with the maintenance of the DLG (including the entry into further agreements amending the Facility if the members of the DLG change),

by means of the Company

- (iv) proposing, as a member of LTSBPB, that LTSBPB passes written resolutions pursuant to section 288 of the Companies Act 2006 in the following form (the "**LTSBPB Resolutions**")

## **LTSBPB Resolutions**

### **SPECIAL RESOLUTION**

1 THAT

- (A) the directors of the Company be and are hereby directed to procure that the Company
  - (i) enters into an amendment agreement with Lloyds TSB Bank plc, Lloyds TSB Scotland plc, Bank of Scotland plc, Scottish Widows Bank plc and AMC Bank Limited (the "**Amendment Agreement**") pursuant to which



the loan facility agreement dated 5 May 2010 between the Company, Lloyds TSB Bank plc, Lloyds TSB Scotland plc, Bank of Scotland plc, Scottish Widows Bank plc and AMC Bank Limited (the "**2010 Facility**") is amended and restated (the 2010 Facility as amended and restated being the "**Facility**") with a view to the Company and those other companies (other than AMC Bank Limited which will not be a party to the Facility) maintaining a "UK Defined Liquidity Group by modification" (the "**DLG**") for the purposes of obtaining a waiver under paragraph 12.8.9G of the Prudential Sourcebook for Banks, Building Societies and Investment Firms which forms part of the FSA Handbook of Rules and Guidance,

- (ii) takes any ancillary steps necessary to give effect to the Amendment Agreement and the Facility, and
  - (iii) from time to time takes such steps as are necessary to assist with the maintenance of the DLG (including the entry into further agreements amending the Facility if the members of the DLG change); and
- (B) the actions to be taken by the directors of the Company pursuant to part (A) of this resolution will promote the success of the Company for the benefit of its members as a whole

#### ORDINARY RESOLUTION

2 THAT

- (A) the Company hereby authorises any steps to be taken, and ratifies any steps taken hereafter, by the directors of the Company to procure that the Company enters into an amendment agreement with Lloyds TSB Bank plc, Lloyds TSB Scotland plc, Bank of Scotland plc, Scottish Widows Bank plc and AMC Bank Limited (the "**Group Companies**") with a view to the Company and the Group Companies (other than AMC Bank Limited) maintaining a "UK Defined Liquidity Group by modification" for the purposes of obtaining a waiver under paragraph 12.8.9G of the Prudential Sourcebook for Banks, Building Societies and Investment Firms which forms part of the FSA Handbook of Rules and Guidance and performs its obligations under any documents entered into in connection therewith,
- (B) the Company hereby releases each and all the directors from any and all liability which they may howsoever incur to the Company by reason of the taking of the steps referred to in part (A) above, and
- (C) none of the directors of the Company who are also directors of any other Group Company, Lloyds Banking Group plc, HBOS plc, TSB Intermediate Company 1 Limited, TSB Intermediate Company 2 Limited and/or The Agricultural Mortgage Corporation plc shall infringe his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company as a result of the Company taking any action required by resolution numbered 1 above or this resolution

- (v) signifying, as a member of LTSBPB, its agreement to the LTSBPB Resolutions, before the LTSBPB Resolutions lapse,
- (F) directs the directors of the Company's subsidiary, HBOS plc ("**HBOS**"), to procure that HBOS
- (i) directs the directors of HBOS' subsidiary, Bank of Scotland plc ("**BoS**"), to procure that BoS enters into the Facility with a view to BoS continuing to form part of the DLG,
  - (ii) takes any ancillary steps necessary to give effect to the Amendment Agreement and the Facility; and
  - (iii) from time to time takes such steps as are necessary to assist with the maintenance of the DLG (including the entry into further agreements amending the Facility if the members of the DLG change),
- by means of the Company
- (iv) requisitioning a general meeting of HBOS pursuant to section 303 of the Companies Act 2006 (the "**HBOS Meeting**") to consider the following resolutions (the "**HBOS Resolutions**")

#### **HBOS Resolutions**

#### **SPECIAL RESOLUTION**

1 THAT

- (A) the directors of the Company be and are hereby directed to procure that the Company
  - (i) directs the directors of the Company's subsidiary, Bank of Scotland plc ("**BoS**"), to procure that BoS enters into an amendment agreement with Lloyds TSB Bank plc, Lloyds TSB Scotland plc, Lloyds TSB Private Banking Limited, Scottish Widows Bank plc and AMC Bank Limited (the "**Amendment Agreement**") pursuant to which the loan facility agreement dated 5 May 2010 between BoS, Lloyds TSB Bank plc, Lloyds TSB Scotland plc, Lloyds TSB Private Banking Limited, Scottish Widows Bank plc and AMC Bank Limited (the "**2010 Facility**") is amended and restated (the 2010 Facility as amended and restated being the "**Facility**") with a view to the Company and those other companies (other than AMC Bank Limited which will not be a party to the Facility) maintaining a "UK Defined Liquidity Group by modification" (the "**DLG**") for the purposes of obtaining a waiver under paragraph 12 8 9G of the Prudential Sourcebook for Banks, Building Societies and Investment Firms which forms part of the FSA Handbook of Rules and Guidance, and
  - (ii) directs the directors of BoS to procure that BoS takes any ancillary steps necessary to
    - 1 give effect to the Amendment Agreement and the Facility, and

- ii from time to time takes such steps as are necessary to assist with the maintenance of the DLG (including the entry into further agreements amending the Facility if the members of the DLG change),

by means of the Company

- (iii) requisitioning a general meeting of BoS pursuant to section 303 of the Companies Act 2006 (the "**BoS Meeting**") to consider the following resolutions (the "**BoS Resolutions**")

## **BoS Resolutions**

### **SPECIAL RESOLUTION**

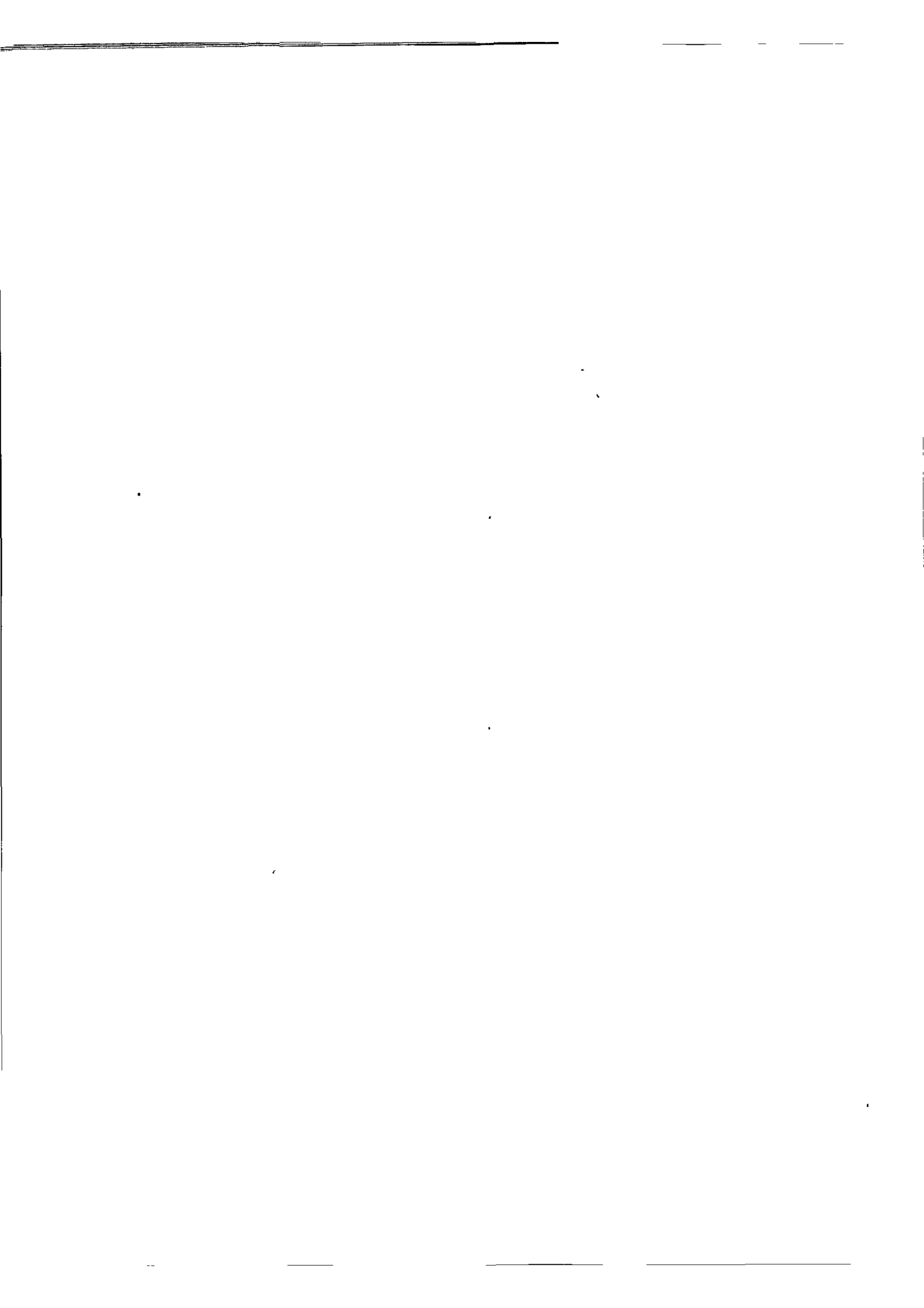
I **THAT**

- (A) the directors of the Company be and are hereby directed to procure that the Company
  - (i) enters into an amendment agreement with Lloyds TSB Bank plc, Lloyds TSB Scotland plc, Lloyds TSB Private Banking Limited, Scottish Widows Bank plc and AMC Bank Limited (the "**Amendment Agreement**") pursuant to which the loan facility agreement dated 5 May 2010 between the Company, Lloyds TSB Bank plc, Lloyds TSB Scotland plc, Lloyds TSB Private Banking Limited, Scottish Widows Bank plc and AMC Bank Limited (the "**2010 Facility**") is amended and restated (the 2010 Facility as amended and restated being the "**Facility**") with a view to the Company and those other companies (other than AMC Bank Limited which will not be a party to the Facility) maintaining a "UK Defined Liquidity Group by modification" (the "**DLG**") for the purposes of obtaining a waiver under paragraph 12.8.9G of the Prudential Sourcebook for Banks, Building Societies and Investment Firms which forms part of the FSA Handbook of Rules and Guidance, and
  - (ii) takes any ancillary steps necessary to give effect to the Amendment Agreement and the Facility, and
  - (iii) from time to time takes such steps as are necessary to assist with the maintenance of the DLG (including the entry into further agreements amending the Facility if the members of the DLG change),
- (B) the actions to be taken by the directors of the Company pursuant to part (A) of this resolution will promote the success of the Company for the benefit of its members as a whole

### **ORDINARY RESOLUTION**

**THAT:**

- (A) the Company hereby authorises any steps to be taken, and ratifies any steps taken hereafter, by the directors of the Company to procure that the Company enters into



an amendment agreement with Lloyds TSB Bank plc, Lloyds TSB Scotland plc, Lloyds TSB Private Banking Limited, Scottish Widows Bank plc and AMC Bank Limited (the "**Group Companies**") with a view to the Company and the Group Companies (other than AMC Bank Limited) maintaining a "UK Defined Liquidity Group by modification" for the purposes of obtaining a waiver under paragraph 12 8 9G of the Prudential Sourcebook for Banks, Building Societies and Investment Firms which forms part of the FSA Handbook of Rules and Guidance and performs its obligations under any documents entered into in connection therewith, and

- (B) none of the directors of the Company who are also directors of any other Group Company, Lloyds Banking Group plc, HBOS plc, TSB Intermediate Company 1 Limited, TSB Intermediate Company 2 Limited and/or The Agricultural Mortgage Corporation plc shall infringe his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company as a result of the Company taking any action required by resolution numbered 1 above or this resolution

(iv) consenting to short notice of the BoS Meeting, and

(v) voting, as a shareholder of BoS, in favour of the BoS Resolutions, and

- (B) the actions to be taken by the directors of the Company pursuant to part (A) of this resolution will promote the success of the Company for the benefit of its members as a whole

#### **ORDINARY RESOLUTION**

2 THAT

- (A) the Company hereby authorises any steps to be taken, and ratifies any steps taken hereafter, by the directors of the Company to procure that the Company's subsidiary, Bank of Scotland plc, enters into an amendment agreement with Lloyds TSB Bank plc, Lloyds TSB Scotland plc, Lloyds TSB Private Banking Limited, Scottish Widows Bank plc and AMC Bank Limited (the "**Group Companies**") with a view to the Group Companies (other than AMC Bank Limited) maintaining a "UK Defined Liquidity Group by modification" for the purposes of obtaining a waiver under paragraph 12 8 9G of the Prudential Sourcebook for Banks, Building Societies and Investment Firms which forms part of the FSA Handbook of Rules and Guidance and performs its obligations under any documents entered into in connection therewith, and
- (B) none of the directors of the Company who are also directors of any Group Company, Lloyds Banking Group plc, TSB Intermediate Company 1 Limited, TSB Intermediate Company 2 Limited and/or The Agricultural Mortgage Corporation plc shall infringe his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company as a result of the Company taking any action required by resolution numbered 1 above or this resolution

(v) consenting to short notice of the HBOS Meeting, and

- (vi) voting, as a shareholder of HBOS, in favour of the HBOS Resolutions,
  - (G) directs the directors of the Company's subsidiary, Scottish Widows Bank plc ("**SWB**"), to procure that SWB
    - (i) enters into the Amendment Agreement with a view to SWB continuing to form part of the DLG,
    - (ii) takes any ancillary steps necessary to give effect to the Amendment Agreement and the Facility, and
    - (iii) from time to time takes such steps as are necessary to assist with the maintenance of the DLG (including the entry into further agreements amending the Facility if the members of the DLG change),
- by means of the Company
- (iv) requisitioning a general meeting of SWB pursuant to section 303 of the Companies Act 2006 (the "**SWB Meeting**") to consider the following resolutions (the "**SWB Resolutions**")

**SWB Resolutions**

**SPECIAL RESOLUTION**

I THAT

- (C) the directors of the Company be and are hereby directed to procure that the Company
  - (i) enters into an amendment agreement with Lloyds TSB Bank plc, Lloyds TSB Scotland plc, Lloyds TSB Private Banking Limited, Bank of Scotland plc and AMC Bank Limited (the "**Amendment Agreement**") pursuant to which the loan facility agreement dated 5 May 2010 between the Company, Lloyds TSB Bank plc, Lloyds TSB Scotland plc, Lloyds TSB Private Banking Limited, Bank of Scotland plc and AMC Bank Limited (the "**2010 Facility**") is amended and restated (the 2010 Facility as amended and restated being the "**Facility**") with a view to the Company and those other companies (other than AMC Bank Limited which will not be a party to the Facility) maintaining a "UK Defined Liquidity Group by modification" (the "**DLG**") for the purposes of obtaining a waiver under paragraph 12.8.9G of the Prudential Sourcebook for Banks, Building Societies and Investment Firms which forms part of the FSA Handbook of Rules and Guidance, and
  - (ii) takes any ancillary steps necessary to give effect to the Amendment Agreement and the Facility, and
  - (iii) from time to time takes such steps as are necessary to assist with the maintenance of the DLG (including the entry into further agreements amending the Facility if the members of the DLG change),

- (D) the actions to be taken by the directors of the Company pursuant to part (A) of this resolution will promote the success of the Company for the benefit of its members as a whole

### ORDINARY RESOLUTION

2 THAT

- (A) the Company hereby authorises any steps to be taken, and ratifies any steps taken hereafter, by the directors of the Company to procure that the Company enters into an amendment agreement with Lloyds TSB Bank plc, Lloyds TSB Scotland plc, Lloyds TSB Private Banking Limited, Bank of Scotland plc and AMC Bank Limited (the "**Group Companies**") with a view to the Company and the Group Companies (other than AMC Bank Limited) maintaining a "UK Defined Liquidity Group by modification" for the purposes of obtaining a waiver under paragraph 12.8.9G of the Prudential Sourcebook for Banks, Building Societies and Investment Firms which forms part of the FSA Handbook of Rules and Guidance and performs its obligations under any documents entered into in connection therewith,
- (B) the Company hereby releases each and all the directors from any and all liability which they may howsoever incur to the Company by reason of the taking of the steps referred to in part (A) above, and
- (C) none of the directors of the Company who are also directors of any other Group Company, Lloyds Banking Group plc, HBOS plc, TSB Intermediate Company 1 Limited, TSB Intermediate Company 2 Limited and/or The Agricultural Mortgage Corporation plc shall infringe his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company as a result of the Company taking any action required by resolution numbered 1 above or this resolution

(v) consenting to short notice of the SWB Meeting; and

(vi) voting, as a shareholder of SWB, in favour of the SWB Resolutions; and

(H) directs the directors of the Company's subsidiary, The Agricultural Mortgage Corporation plc ("**AMCP**"), to procure that AMCP

(i) directs the directors of AMCP's subsidiary, AMC Bank Limited ("**AMCB**"), to procure that AMCB enters into the Amendment Agreement with a view to AMCB ceasing to be a member of the DLG and not being a party to the Facility,

(ii) directs the directors of AMCB to procure that AMCB takes any ancillary steps necessary to

i give effect to the Amendment Agreement, and

ii from time to time take such steps as are necessary to assist with the maintenance of the DLG,

by means of the Company

- (iii) requisitioning a general meeting of AMCP pursuant to section 303 of the Companies Act 2006 (the "**AMCP Meeting**") to consider the following resolutions (the "**AMCP Resolutions**")

**AMCP Resolutions**

**SPECIAL RESOLUTION**

I THAT

- (A) the directors of the Company be and are hereby directed to procure that the Company
- (i) directs the directors of the Company's subsidiary, AMC Bank Limited ("**AMCB**"), to procure that AMCB enters into an amendment agreement with Lloyds TSB Bank plc, Lloyds TSB Scotland plc, Lloyds TSB Private Banking Limited, Bank of Scotland plc and Scottish Widows Bank plc (the "**Amendment Agreement**") pursuant to which the loan facility agreement dated 5 May 2010 between the AMCB, Lloyds TSB Bank plc, Lloyds TSB Scotland plc, Lloyds TSB Private Banking Limited, Bank of Scotland plc, and Scottish Widows Bank plc is amended and restated such that, in connection with AMCB ceasing to have Part IV permissions under the Financial Services and Markets Act 2000, AMCB will cease to be a member of the "UK Defined Liquidity Group by modification" formed with those other companies for the purposes of obtaining a waiver under paragraph 12.8.9G of the Prudential Sourcebook for Banks, Building Societies and Investment Firms which forms part of the FSA Handbook of Rules and Guidance (the "**DLG**"), and
- (ii) directs the directors of AMCB to procure that AMCB takes any ancillary steps necessary to
- 1 give effect to the Amendment Agreement and AMCB ceasing to be a member of the DLG, and
- ii from time to time take such steps as are necessary to assist with the maintenance of the DLG,
- in connection with the entry of AMCB into the Amendment Agreement and any related documents,
- by means of the Company
- (iii) proposing, as a member of AMCB, that AMCB passes written resolutions pursuant to section 288 of the Companies Act 2006 in the following form (the "**AMCB Resolutions**")

**AMCB Resolutions**

**SPECIAL RESOLUTION**



1 THAT

- (A) the directors of the Company be and are hereby directed to procure that the Company
- (i) enters an amendment agreement with Lloyds TSB Bank plc, Lloyds TSB Scotland plc, Lloyds TSB Private Banking Limited, Bank of Scotland plc and Scottish Widows Bank plc (the "**Amendment Agreement**") pursuant to which the loan facility agreement dated 5 May 2010 between the Company, Lloyds TSB Bank plc, Lloyds TSB Scotland plc, Lloyds TSB Private Banking Limited, Bank of Scotland plc, and Scottish Widows Bank plc is amended and restated such that, in connection with AMCB ceasing to have Part IV permissions under the Financial Services and Markets Act 2000, the Company will cease to be a member of the "UK Defined Liquidity Group by modification" set up for the purposes of obtaining a waiver under paragraph 12 8 9G of the Prudential Sourcebook for Banks, Building Societies and Investment Firms which forms part of the FSA Handbook of Rules and Guidance (the "**DLG**"), and
  - (ii) takes any ancillary steps necessary to give effect to the Amendment Agreement and the Company ceasing to be a member of the DLG, and
  - (iii) from time to time takes such steps as are necessary to assist with the maintenance of the DLG,
- (B) the actions to be taken by the directors of the Company pursuant to part (A) of this resolution will promote the success of the Company for the benefit of its members as a whole

#### ORDINARY RESOLUTION

2 THAT

- (A) the Company hereby authorises any steps to be taken, and ratifies any steps taken hereafter, by the directors of the Company to procure that the Company enters into an amendment agreement with Lloyds TSB Bank plc, Lloyds TSB Scotland plc, Lloyds TSB Private Banking Limited, Bank of Scotland plc and Scottish Widows Bank plc (together, the "**Group Companies**") such that, in connection with the Company ceasing to have Part IV permissions under the Financial Services and Markets Act 2000, the Company will cease to be a member of the "UK Defined Liquidity Group by modification" formed for the purposes of obtaining a waiver under paragraph 12 8 9G of the Prudential Sourcebook for Banks, Building Societies and Investment Firms which forms part of the FSA Handbook of Rules and Guidance and performs its obligations under any documents entered into in connection therewith, and
- (B) none of the directors of the Company who are also directors of any other Group Company, Lloyds Banking Group plc, HBOS plc, TSB Intermediate Company 1 Limited, TSB Intermediate Company 2 Limited and/or The Agricultural Mortgage Corporation plc shall infringe his duty to avoid a situation in which he has, or can

have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company as a result of the Company taking any action required by resolution numbered 1 above or this resolution

- (iv) signifying, as a member of AMCB, its agreement to the AMCB Resolutions, before the AMCB Resolutions lapse, and
- (B) the actions to be taken by the directors of the Company pursuant to part (A) of this resolution will promote the success of the Company for the benefit of its members as a whole


### ORDINARY RESOLUTION

2 THAT

- (A) the Company hereby authorises any steps to be taken, and ratifies any steps taken hereafter, by the directors of the Company to procure that AMCB enters into an amendment agreement with Lloyds TSB Bank plc, Lloyds TSB Scotland plc, Lloyds TSB Private Banking Limited, Bank of Scotland plc and Scottish Widows Bank plc (together, the "**Group Companies**") such that, in connection with AMCB ceasing to have Part IV permissions under the Financial Services and Markets Act 2000, AMCB will cease to be a member of the "UK Defined Liquidity Group by modification" formed for the purposes of obtaining a waiver under paragraph 12.8.9G of the Prudential Sourcebook for Banks, Building Societies and Investment Firms which forms part of the FSA Handbook of Rules and Guidance and performs its obligations under any documents entered into in connection therewith, and
- (B) none of the directors of the Company who are also directors of any Group Company, Lloyds Banking Group plc, TSB Intermediate Company 1 Limited, TSB Intermediate Company 2 Limited and/or HBOS plc shall infringe his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company as a result of the Company taking any action required by resolution numbered 1 above or this resolution

- (iv) consenting to short notice of the AMCP Meeting, and
- (v) voting, as a shareholder of AMCP, in favour of the AMCP Resolutions.

2 THAT the actions to be taken by the directors of the Company pursuant to resolution numbered 1 above will promote the success of the Company for the benefit of its members as a whole

  
ASSISTANT SECRETARY

SATURDAY

A45

20/10/2012  
COMPANIES HOUSE

#88