

COMPANY NUMBER: 2065

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 21st December, 2004 the following resolution was duly passed:

Ordinary Resolution

That:

the directors be generally and unconditionally authorised pursuant to and in accordance with section 80 of the Companies Act 1985 (the "act") to exercise for a period ending five years from the date of this resolution all the powers of the company to allot relevant securities, as defined in the act, up to an aggregate nominal amount equal to the authorised capital of the company for the time being created and unissued and by that authority the directors may make offers and agreements which would or might require securities to be allotted after the expiry of that period.

A J Michie

Company Secretary



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