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**LLOYDS TSB BANK plc**

At the annual general meeting of the members of the company held at 71 Lombard Street, London, EC3P 3BS on 21st June, 2002, the following resolutions, as set out in the notice of meeting, were passed:

**ORDINARY RESOLUTION**

- (3) "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 or agreements which would or might require securities to be allotted after the expiry of that period."

**SPECIAL RESOLUTION**

- (4) "That, subject to the passing of resolution (3) in the notice of this meeting:
- (a) the directors be empowered to allot equity securities, as defined in the Companies Act 1985 (the "Act"), wholly for cash pursuant to and within the terms of the authority in resolution (3), as if section 89(1) of the Act did not apply to the allotment of equity securities, up to an aggregate nominal amount equal to the authorised capital of the company for the time being created and unissued;
  - (b) the power hereby conferred shall cease to have effect when the authority in resolution (3) is revoked or expires; and
  - (c) by the power hereby conferred, the directors may, during the period mentioned in resolution (3), make any offer or agreement which would or might require securities to be allotted after the expiry of the period and the directors may allot securities in pursuance of any such offer or agreement as if the power hereby conferred had not expired."

*A.J. Michie*

A.J. Michie  
Secretary

2nd July, 2002

