

THE NATIONAL INSURANCE AND GUARANTEE CORPORATION LIMITED

(Registered in England - No 00042133)

WRITTEN RESOLUTION

SPECIAL RESOLUTION


CIRCULATION DATE

Pursuant to Chapter 2 of Part 13 Companies Act 2006 the directors of the Company propose that the following resolution is passed as a special resolution in accordance with section 283 Companies Act 2006

Special Resolution

THAT the issued share capital of the Company be reduced from £265,000,000, divided into 265,000,000 Ordinary Shares of £1 each (Ordinary Shares) all of which are fully paid, to £100, divided into 100 Ordinary Shares of £1 each by cancelling 264,999,900 of the issued Ordinary Shares, leaving 100 Ordinary Shares which will be beneficially owned by U K Insurance Limited

By Order of the Board.



Director/Secretary

12th March, 2011

Date

INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) COMPANIES ACT 2006

- 1 Eligible members are members who would have been entitled to vote on the resolution on the circulation date of the written resolution
- 2 The procedure for signifying agreement by an eligible member to the written resolution is as follows
 - A member signifies his agreement to the proposed written resolution when the Company receives from him (or someone acting on his behalf) an authenticated document which both identifies the resolution to which it relates and indicates his agreement to the resolution
 - The document must be sent to the Company in hard copy form or in electronic form in one of the following ways
 - **By Hand** Delivering the signed copy to Mrs P A Hutchings, The National Insurance and Guarantee Corporation Limited, 4th Floor, 280 Bishopsgate, London EC2 M4RB
 - **Post.** Returning the signed copy by post to Mrs P A Hutchings, The National Insurance and Guarantee Corporation Limited, 4th Floor, 280 Bishopsgate, London EC2 M4RB
 - **Fax.** Faxing the signed copy to 0207 672 2844 marked "For the attention of Mrs P A Hutchings "



- **E-mail** By attaching a scanned copy of the signed document to an e-mail and sending it to **penny.hutchings@rbs.co.uk** Please enter "Written Resolution dated 12th December 2011" in the e-mail subject box


- A member's agreement to a written resolution, once signified, may not be revoked
 - A written resolution is passed when the required majority of eligible members has signified their agreement to it
- 3 The period for agreeing to the written resolution is the period of 28 days beginning with the circulation date (see section 297 Companies Act 2006)
 - 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which names of the joint holder appear in the Register of Members
 - 5 If you are signing this document on behalf of a member of the Company under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document

AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTION

We being the sole eligible member of the Company

- 1 Confirm that we have received a copy of the above written resolution in accordance with section 291 Companies Act 2006, and
- 2 Hereby resolve and agree that the above resolution is passed as a written resolution pursuant to section 288 Companies Act 2006 and that such resolution shall take effect as a special resolution

Signed by Mr Anthony John Reizenstein
for and on behalf of
U K INSURANCE LIMITED:


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Name **Mr Anthony John Reizenstein**

Date **12th December 2011**