

**THE COMPANIES ACT 2006**

**Company Number 00337004**

**PUBLIC LIMITED COMPANY**

**LOMBARD NORTH CENTRAL PLC (the "Company")**

At a General Meeting of the above Company and in accordance with Chapter 2 of Part 13 of the Companies Act 2006, the following Resolution was passed as a Special Resolution on 28 November 2008:

**SPECIAL RESOLUTION**

1. (1) The share premium account of the Company be cancelled and  
  
(2) the share capital of the Company be reduced from £346,500,000 divided into 1,386,000,000 Ordinary Shares of £0.25 to £1,000,000 divided into 4,000,000 Ordinary Shares of £0.25 each by way of cancellation of 1,205,139,838 issued Ordinary Shares of £0.25 each registered in the name of The Royal Bank of Scotland plc and upon the cancellation taking effect, the cancellation of 176,860,162 unissued Ordinary Shares of £0.25 each and the sum of £349,011,958.50 being returned to The Royal Bank of Scotland plc by set off against the loan to the Company by The Royal Bank of Scotland plc of £6,470,443,000.

.....  
Chairman

28/11/08  
.....  
Date

