

Company No. 03002815

A PRIVATE UNLIMITED COMPANY WITH SHARE CAPITAL

WRITTEN RESOLUTION

OF

ABBEE NATIONAL TREASURY SERVICES OVERSEAS HOLDINGS

(the "Company")

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN
ACCORDANCE WITH SECTION 291 OF THE COMPANIES ACT 2006**

On 6 December 2016 Santander UK plc, the the sole eligible member of the Company (as defined in section 289 of the Companies Act 2006), irrevocably agreed to the following resolution as a special resolution in accordance with Chapter 2 of Part 13 of the Companies Act 2006

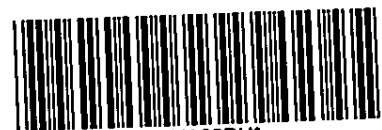
SPECIAL RESOLUTION

THAT, the share capital of the Company be reduced from £868,350,000 divided into 533,300,000 ordinary shares, 335,000,000 non-redeemable shares and 50,000 minority shares, each with a nominal value of £1, to £350,000,000 comprising of 350,000,000 ordinary shares, each with a nominal value of £1, by cancelling and extinguishing 183,300,000 issued ordinary shares, 335,000,000 issued non-redeemable preference shares and 50,000 issued minority shares, each with a nominal value of £1



For and on behalf of
Santander Secretariat Services Limited
Secretary

TUESDAY



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COMPANIES HOUSE