

TSB INTERMEDIATE COMPANY 2 LIMITED

COMPANY NUMBER 03467236

(THE "COMPANY")

WRITTEN RESOLUTIONS OF THE COMPANY

PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006

The sole member of the Company proposes that the following written resolutions be passed by the Company

SPECIAL RESOLUTION

(1) THAT

- (A) the directors of the Company be and hereby directed to procure that the Company**
- (i) directs the directors of the Company's subsidiary, Lloyds TSB Scotland plc ("LTSBS"), to procure that LTSBS enters into an amendment agreement with Lloyds TSB Bank plc, Lloyds TSB Private Banking Limited, Bank of Scotland plc, Scottish Widows Bank plc and AMC Bank Limited (the "Amendment Agreement") pursuant to which the loan facility agreement dated 5 May 2010 between LTSBS, Lloyds TSB Bank plc, Lloyds TSB Private Banking Limited, Bank of Scotland plc, Scottish Widows Bank plc and AMC Bank Limited (the "2010 Facility") is amended and restated (the 2010 Facility as amended and restated being the "Facility") with a view to the LTSBS and those other companies (other than AMC Bank Limited which will not be a party to the Facility) maintaining a "UK Defined Liquidity Group by modification" (the "DLG") for the purposes of obtaining a waiver under paragraph 12 8 9G of the Prudential Sourcebook for Banks, Building Societies and Investment Firms which forms part of the FSA Handbook of Rules and Guidance,**
 - (ii) directs the directors of LTSBS to procure that LTSBS takes any ancillary steps necessary to**
 - i give effect to the Amendment Agreement and the Facility, and**
 - ii from time to time takes such steps as are necessary to assist with the maintenance of the DLG (including the entry into further agreements amending the Facility if the members of the DLG change),**
- by means of the Company**
- (iii) requisitioning a general meeting of LTSBS pursuant to section 303 of the Companies Act 2006 (the "LTSBS Meeting") to consider the following resolutions (the "LTSBS Resolutions")**



LTSBS Resolutions

SPECIAL RESOLUTION

1 THAT

- (A) the directors of the Company be and are hereby directed to procure that the Company
- (i) enters into an amendment agreement with Lloyds TSB Bank plc, Lloyds TSB Private Banking Limited, Bank of Scotland plc, Scottish Widows Bank plc and AMC Bank Limited (the "**Amendment Agreement**") pursuant to which the loan facility agreement dated 5 May 2010 between the Company, Lloyds TSB Bank plc, Lloyds TSB Private Banking Limited, Bank of Scotland plc, Scottish Widows Bank plc and AMC Bank Limited (the "**2010 Facility**") is amended and restated (the 2010 Facility as amended and restated being the "**Facility**") with a view to the Company and those other companies (other than AMC Bank Limited which will not be a party to the Facility) maintaining a "UK Defined Liquidity Group by modification" (the "**DLG**") for the purposes of obtaining a waiver under paragraph 12.8.9G of the Prudential Sourcebook for Banks, Building Societies and Investment Firms which forms part of the FSA Handbook of Rules and Guidance,
 - (ii) takes any ancillary steps necessary to give effect to the Amendment Agreement and the Facility, and
 - (iii) from time to time takes such steps as are necessary to assist with the maintenance of the DLG (including the entry into further agreements amending the Facility if the members of the DLG change), and
- (B) the actions to be taken by the directors of the Company pursuant to part (A) of this resolution will promote the success of the Company for the benefit of its members as a whole

ORDINARY RESOLUTION

2 THAT

- (A) the Company hereby authorises any steps to be taken, and ratifies any steps taken hereafter, by the directors of the Company to procure that the Company enters into an amendment agreement with Lloyds TSB Bank plc, Lloyds TSB Private Banking Limited, Bank of Scotland plc, Scottish Widows Bank plc and AMC Bank Limited (the "**Group Companies**") with a view to the Company and the Group Companies (other than AMC Bank Limited) maintaining a "UK Defined Liquidity Group by modification" for the purposes of obtaining a waiver under paragraph 12.8.9G of the Prudential Sourcebook for Banks, Building Societies and Investment Firms which forms part of the FSA Handbook of Rules and Guidance and performs its obligations under any documents entered into in connection therewith,
- (B) the Company hereby releases each and all the directors from any and all liability which they may howsoever incur to the Company by reason of the taking of the steps referred to in part (A) above, and
- (C) none of the directors of the Company who are also directors of any other Group Company, Lloyds Banking Group plc, HBOS plc, TSB Intermediate Company 1

Limited, TSB Intermediate Company 2 Limited and/or The Agricultural Mortgage Corporation plc shall infringe his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company as a result of the Company taking any action required by resolution numbered 1 above or this resolution

- (iv) consenting to short notice of the LTSBS Meeting, and
- (v) voting, as a shareholder of LTSBS, in favour of the LTSBS Resolutions, and
- (B) the actions to be taken by the directors of the Company pursuant to part (A) of this resolution will promote the success of the Company for the benefit of its members as a whole

ORDINARY RESOLUTION

2 THAT

- (A) the Company hereby authorises any steps to be taken, and ratifies any steps taken hereafter, by the directors of the Company to procure that the Company's subsidiary, Lloyds TSB Scotland plc, enters into an amendment agreement with Lloyds TSB Bank plc, Lloyds TSB Private Banking Limited, Bank of Scotland plc, Scottish Widows Bank plc and AMC Bank Limited (the "**Group Companies**") with a view to the Company and the Group Companies (other than AMC Bank Limited) maintaining a "UK Defined Liquidity Group by modification" for the purposes of obtaining a waiver under paragraph 12.8.9G of the Prudential Sourcebook for Banks, Building Societies and Investment Firms which forms part of the FSA Handbook of Rules and Guidance and performs its obligations under any documents entered into in connection therewith, and
- (B) none of the directors of the Company who are also directors of any other Group Company, Lloyds Banking Group plc, HBOS plc, TSB Intermediate Company 1 Limited and/or The Agricultural Mortgage Corporation plc shall infringe his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company as a result of the Company taking any action required by resolution numbered 1 above or this resolution

Signed



for and on behalf of TSB Intermediate Company 1 Limited, company number 07980269

Date

6/9/2012