

**HBOS PLC**  
(the "Company")

At a general meeting of the members of the Company held at 25 Gresham Street, London, EC2V 7HN on 6 December 2022 the following resolutions were passed:

**SPECIAL RESOLUTION**

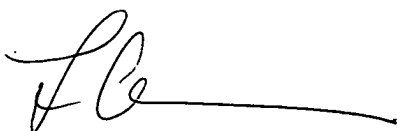
1. THAT the draft Articles of Association produced to the meeting and initialled by the Chair of the General Meeting for the purposes of identification be and are hereby adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company.

**ORDINARY RESOLUTION**

2. THAT, subject to the passing of resolution 1 above, pursuant to and in accordance with section 551 of the Companies Act 2006, the directors of the Company be generally and unconditionally authorised to exercise all the powers of the Company to allot shares or grant rights to subscribe for or to convert any security into shares in the capital of the Company up to an aggregate nominal amount of £15,000,000 in respect of ordinary shares, such authority to apply in substitution for all previous authorities pursuant to section 551 of the Companies Act 2006, or preceding legislation, provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the earlier of the next Annual General Meeting or at the close of business on 30 June 2023, whichever is the earlier, but so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require shares to be allotted or rights to be granted and the directors of the Company may allot shares or grant rights under any such offers or agreements notwithstanding that the authority conferred by this resolution has expired.

**SPECIAL RESOLUTION**

3. THAT, subject to the passing of resolutions 1 and 2 above, the directors of the Company be generally authorised to allot equity securities (as defined in section 560(1) of the Companies Act 2006) wholly for cash pursuant to the authority conferred by resolution 2 above, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall:
  - (a) be limited to the allotment of equity securities up to an aggregate nominal amount of £15,000,000; and
  - (b) expire at the earlier of the next Annual General Meeting or at the close of business on 30 June 2023 (unless renewed, varied or revoked by the Company prior to or on that date), but so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities under any such offers or agreements notwithstanding that the power conferred by this resolution has expired.



James Hickling  
Assistant Secretary  
6 December 2022

WEDNESDAY

