Reg No SC218813

HBOS PLC

At the annual general meeting of the members of the HBOS plc held at 25 Gresham Street, London on 29 May 2018 the following resolutions were passed:

ORDINARY RESOLUTION

(3) That the directors be generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the company to allot shares or grant rights to subscribe for or to convert any security in the shares up to an aggregate nominal amount of:

(a) £21,684,289.50 in respect of ordinary shares, and

(b) £2,800,834,298.00, AUD1,000,000,000.00, CAD1,000,000,000.00, €3,000,000,000.00, ¥100,000,000,000.00 and US$4,997,750,000.00 in respect of preference shares;

such authorities to apply in substitution for all previous authorities pursuant to section 551 of the Companies Act 2006, or preceding legislation, and shall expire either at the next Annual General Meeting or on 30 June 2019, whichever is the earlier, but so that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted after the authority ends.

SPECIAL RESOLUTION

(4) That, subject to the passing of Resolution 3 above, the directors be empowered to allot equity securities (as defined in section 560(1) of the Companies Act 2006) wholly for cash pursuant to the authority given in resolution 3 above, or where the allotment constitutes an allotment of equity securities by virtue of section 551 of the Act in each case:

(a) In connection with a pre-emptive offer; and

(b) Otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £21,684,289.50;

such power shall expire at the next Annual General Meeting or on 30 June 2019, whichever is the earlier, but so that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted after the power ends, the directors may allot equity securities under any such offer or agreement as if the power had not ended.

Zoe Bucknell
Chairman
29 May 2018

THURSDAY
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SCT 07/06/2018 #497
COMPANIES HOUSE