

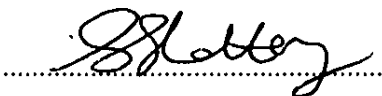
THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES
BANK OF SCOTLAND PLC
COMPANY NUMBER SC327000
(THE "COMPANY")
RESOLUTION OF THE COMPANY

At a general meeting of the members of the Company held on 9 August 2012 the following resolution was passed:

SPECIAL RESOLUTION

I. 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 Scotland plc, Lloyds TSB Private Banking Limited, 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 Scotland plc, Lloyds TSB Private Banking Limited, 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; and
 - (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),
- (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.



ASSISTANT SECRETARY

SATURDAY



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20/10/2012

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COMPANIES HOUSE