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Resolutions for filing at the Companies Registry

No 00002065

THE COMPANIES ACT 2006

Public Company Limited by Shares

FRIDAY



Resolutions of Lloyds Bank plc

The following Special resolutions were passed pursuant to Chapter 3 of Part 13 of the Companies Act 2006 on the dates given below

SPECIAL RESOLUTIONS

1 THAT

1.1 the directors of the Company be and are hereby directed to procure that the Company

1.1.1 enters into an amendment agreement with TSB Bank plc ("**TSB**"), Lloyds Bank Private Banking Limited ("**LBPB**"), Bank of Scotland plc ("**BoS**") and Scottish Widows Bank plc ("**SWB**") (such agreement being the "**Amendment Agreement**") pursuant to which the loan facility agreement dated 5 May 2010 between the Company, TSB, LBPB, BoS and SWB (the "**2010 Facility**") is amended and restated (the 2010 Facility as amended and restated by an amendment agreement dated 19 October 2012 being the "**Loan Facility Agreement**") with a view to the Company and those other companies (other than TSB which will not be a party to the Loan Facility Agreement) 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 ("**BIPRU**") which forms part of the PRA Handbook,

1.1.2 takes any ancillary steps necessary to give effect to the Amendment Agreement and the Loan Facility Agreement, and

1.1.3 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 Loan Facility Agreement if the members of the DLG change),

1.2 directs the directors of the Company's subsidiary, TSB Intermediate Company 1 Limited ("TSBIC1**"), to direct the directors of TSBIC1's subsidiary, TSB Intermediate Company 2 Limited ("**TSBIC2**"), to procure that TSBIC2's subsidiary, TSB**

1.2.1 takes any ancillary steps necessary to give effect to the Amendment Agreement and the removal of TSB from the DLG, and

1.2.2 from time to time, takes such steps as are necessary to assist with the maintenance of the DLG,

by means of the Company

- (i) proposing, as a member of TSBIC1, that TSBIC1 passes written resolutions pursuant to section 288 of the Companies Act 2006 in Schedule 1 (the "**TSBIC1 Resolutions**"), and
 - (ii) signifying, as a member of TSBIC1, its agreement to the TSBIC1 Resolutions,
- 1.3** directs the directors of the Company's subsidiary, TSB, to
 - 1.3.1** take any ancillary steps necessary to give effect to the Amendment Agreement and the removal of TSB from the DLG, and
 - 1.3.2** from time to time, take such steps as are necessary to assist with the maintenance of the DLG,
 by means of the Company
 - (i) requisitioning a general meeting of TSB pursuant to section 303 of the Companies Act 2006 to consider resolutions in substantially the same form as the resolution in Schedule 3 (the "**TSB Resolutions**"),
 - (ii) consenting to short notice of TSB's General Meeting, and
 - (iii) voting, as a shareholder of TSB, in favour of the resolutions at TSB's General Meeting,
- 1.4** directs the directors of TSB Banking Group plc, where that company is included in the group as a holding company of TSB, or any other company which is included in the group as a holding company of TSB (each a "**Relevant Company**") to procure that its subsidiary, TSB
 - 1.4.1** takes any ancillary steps necessary to give effect to the Amendment Agreement and the removal of TSB from the DLG, and
 - 1.4.2** from time to time, takes such steps as are necessary to assist with the maintenance of the DLG,
 by means of the Company
 - 1.4.3** proposing, as a member of the Relevant Company, that
 - (i) if the Relevant Company is a private limited company, that it passes written resolutions pursuant to section 288 of the Companies Act 2006 in substantially the same form as the resolutions in Schedule 8 (the "**Relevant Company Written Resolution**"), or
 - (ii) if the Relevant Company is a public limited company, that it
 - (a) requisitions a general meeting of the Relevant Company pursuant to section 303 of the Companies Act 2006 to consider resolutions in substantially the same form as the resolution in Schedule 8 (the "**Relevant Company General Meeting**"),
 - (b) consents to short notice of the Relevant Company General Meeting, and
 - (c) votes, as a shareholder of the Relevant Company, in favour of the resolutions at the Relevant Company General Meeting, and
 - 1.4.4** signifying, as a member of the Relevant Company, its agreement to the Relevant Company Written Resolution or voting as a shareholder in the Relevant Company at the Relevant Company General Meeting,


- 1.5** directs the directors of the Company's subsidiary, LBPB, to procure that LBPB
- 1 5 1** enters into the Amendment Agreement with a view to LBPB continuing to form part of the DLG,
 - 1 5 2** takes any ancillary steps necessary to give effect to the Amendment Agreement and the Loan Facility Agreement, and
 - 1 5 3** 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 Loan Facility Agreement if the members of the DLG change),
- by means of the Company
- (i) proposing, as a member of LBPB, that LBPB passes written resolutions pursuant to section 288 of the Companies Act 2006 in Schedule 4 (the "**LBPB Resolutions**"), and
 - (ii) signifying, as a member of LBPB, its agreement to the LBPB Resolutions,
- 1.6** directs the directors of the Company's subsidiary, HBOS plc ("**HBOS**"), to procure that HBOS
- 1 6 1** directs the directors of HBOS' subsidiary, BoS, to procure that BoS enters into the Loan Facility Agreement with a view to BoS continuing to form part of the DLG,
 - 1 6 2** takes any ancillary steps necessary to give effect to the Amendment Agreement and the Loan Facility Agreement, and
 - 1 6 3** 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 Loan Facility Agreement if the members of the DLG change),
- by means of the Company
- (i) requisitioning a general meeting of HBOS pursuant to section 303 of the Companies Act 2006 (the "**HBOS Meeting**") to consider the resolutions in Schedule 5 (the "**HBOS Resolutions**"),
 - (ii) consenting to short notice of the HBOS Meeting, and
 - (iii) voting, as a shareholder of HBOS, in favour of the HBOS Resolutions,
- 1.7** directs the directors of the Company's subsidiary, SWB, to procure that SWB
- 1 7 1** enters into the Amendment Agreement with a view to SWB continuing to form part of the DLG,
 - 1 7 2** takes any ancillary steps necessary to give effect to the Amendment Agreement and the Loan Facility Agreement, and
 - 1 7 3** 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 Loan Facility Agreement if the members of the DLG change),
- by means of the Company
- (i) requisitioning a general meeting of SWB pursuant to section 303 of the Companies Act 2006 (the "**SWB Meeting**") to consider the resolutions in Schedule 7 (the "**SWB Resolutions**"),

- (ii) consenting to short notice of the SWB Meeting, and
- (iii) voting, as a shareholder of SWB, in favour of the SWB Resolutions

Date of the resolution 27 February 2014

- 2** THAT the actions to be taken by the directors of the Company pursuant to resolution 1 above will promote the success of the Company for the benefit of its members as a whole

Date of the resolution 27 February 2014



Secretary