

15 - 05 - 97

Company Number: 990937

The Companies Act 1985

Company Limited by Shares

**SPECIAL RESOLUTION
OF**

THE CO-OPERATIVE BANK P.L.C.
(passed 29th April 1997)

At the Annual General Meeting of the company held on 29th April, 1997, the following resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

That

- a) the authorised share capital of the Company be increased from £195,000,000 to £130,000,000 by the creation of 500,000,000 ordinary shares of 5p each ranking in all respects pari passu with the existing ordinary shares of the company; and
- b) the directors are unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to allot ordinary shares up to a maximum of £25,000,000.

M.A. Lees

M.A. Lees
SECRETARY

