

**Lloyds Bank Factors Limited
(the 'Company')**

Registered in England and Wales No. 01719972

Special Resolution of the sole member to approve reduction in share capital
dated 16 January 2014

IT WAS RESOLVED THAT

the capital of the Company be reduced by the sum of £9,999,999 00 by the
cancellation of £9,999,999 00 standing to the credit of the Company's share
capital account and the cancellation at par of 9,999,999 ordinary shares of
£1 00 each fully paid up in the capital of the Company

IT WAS FURTHER RESOLVED THAT

the capital of the Company be reduced by a further sum of £6,965,343 by the
cancellation of the Company's share premium account



For and on behalf of Lloyds Bank plc

