

No. 1954085

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ORDINARY RESOLUTIONS
OF
SECURE TRUST BANKING GROUP PLC
PASSED 10 MAY 2000

At an Extraordinary General Meeting of Secure Trust Banking Group PLC, duly convened and held at Paston House, Arlestone Way, Solihull B90 4LH on Wednesday, 10 May 2000, the following Resolution was duly proposed and passed as an Ordinary Resolution:

That approval is granted for the obligation which would otherwise arise, pursuant to Rule 9 of the City Code on Takeovers and Mergers, for the Chairman to make a general offer for all the issued ordinary shares of 1p each in the capital of the Company ("Ordinary Shares") to be waived on the exercise by the Company of its authority to make market purchases sought at the Annual General Meeting on 10 May 2000, provided that the authority to make market purchases is exercised in respect of not more than 1,420,000 Ordinary Shares.



Director

