

No. 1954085

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ORDINARY RESOLUTIONS
OF
SECURE TRUST BANKING GROUP PLC
PASSED 20 JANUARY 2005

At an Extraordinary General Meeting of Secure Trust Banking Group PLC, duly convened and held at Arbuthnot House, 20 Ropemaker Street, London EC2Y 9AR on Thursday, 20 January 2005, the following Resolutions were duly proposed and passed as Ordinary Resolutions:

1. That approval is granted for the waiver of the obligation which would otherwise arise, pursuant to Rule 9 of the City Code on Takeovers and Mergers, for Mr Angest and his Associates (as defined in section 430E of the Companies Act 1985 (as amended)) to make a general offer for all the issued ordinary shares of 1 pence each in the capital of the Company ("Ordinary Shares") not owned by them in connection with the issue and allotment of Ordinary Shares to Mr Angest and his Associates under the Open Offer, including the Excess Application Facility (as each such term is referred to and defined in the circular from the Company to its shareholders dated 15 December 2004.
2. That approval is granted for the adoption by the Company of the Arbuthnot Securities Long Term Incentive Plan summarised in the circular from the Company to its shareholders dated 15 December 2004.



Director



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