

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL AND
ORDINARY RESOLUTIONS
OF
SECURE TRUST BANKING GROUP PLC
PASSED 25 MAY 2005

At the Annual General Meeting of Secure Trust Banking Group PLC, duly convened and held at Arbuthnot House, 20 Ropemaker Street, London EC2Y 9AR on Wednesday, 25 May 2005, the following Resolutions were duly proposed and passed, Resolution 1 as Special Resolution and Resolutions 2 and 3 as Ordinary Resolutions:

1. That the directors be and they are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (as defined in Subsection (2) of Section 94 of the Companies Act 1985) as if Subsection (1) of Section 89 of the Companies Act 1985 did not apply to any such allotment PROVIDED THAT such power shall be limited:
 - (i) to the allotment of equity securities in connection with any rights issue in favour of or general offer to holders of ordinary shares in the capital of the Company where the equity securities respectively attributable to the interests of all the shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with problems in connection with fractional entitlements, record dates, overseas shareholders or otherwise; and
 - (ii) to the allotment (otherwise than pursuant to subparagraph (i) above) of equity securities up to an aggregate nominal value of £7,100

and shall expire at the next Annual General Meeting of the Company save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry.



2. That the executive share option scheme of the Company known as the Secure Trust Group 1995 Unapproved Executive Share Option Scheme (the "Unapproved Executive Scheme") and constituted by the Rules produced to this meeting marked "A" and for the purposes of identification signed by the Chairman thereof, the principal terms of which are described in the circular dated 12 April 2005 issued by the Company to its shareholders, be and it is hereby approved for a further period of ten years from 25 May 2005 and the Directors be and they are hereby authorised to do all acts and things which they may consider necessary or expedient for implementing and giving effect to the same.
3. That approval is granted for the proposed amendments to the Arbuthnot Securities Long Term Incentive Plan which are summarised in the circular from the Company to its shareholders dated 12 April 2005.



Chairman