



**FILE COPY**

**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 2022662

The Registrar of Companies for England and Wales hereby certifies that

**LLOYDS BANKING GROUP LIMITED**

having changed its name, is now incorporated under the name of

**LLOYDS TSB GROUP LIMITED**

Given at Companies House on **16th January 2009**



**\*C02022662F\***

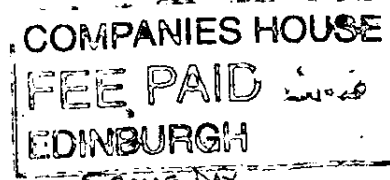


*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES

company number: 2022662



THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION  
CIRCULATED ON 3RD DECEMBER, 2008 OF  
LLOYDS BANKING GROUP LIMITED (the "company")

I, the undersigned, being the sole member of the company entitled to attend a general meeting and vote in respect of the following resolution on the date of circulation, hereby resolve, pursuant to Chapter 2 of Part 13 of the Companies Act 2006, that the following special resolution be passed:

That, subject to and conditional upon the proposed acquisition by Lloyds TSB Group plc of HBOS plc becoming unconditional, the name of the company be changed to Lloyds TSB Group Limited

3rd December, 2008

for and on behalf of  
Lloyds TSB Bank plc

Date:

Explanatory notes for the shareholder:

CRS 16/01/2009 49  
COMPANIES HOUSE

1. If you agree to the resolution, please sign and date this document where indicated above and return it to the company. If you do not agree to the above resolution, you do not need to do anything.
2. Unless, by 28 days after the circulation date, sufficient agreement has been received for the resolution to be passed, it will lapse. If you agree to the resolution, please ensure that your signed resolution reaches us before or on the date.