

NO OF COMPANY: 2055102

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

ABBAY NATIONAL HOMES LIMITED

PASSED 23RD APRIL 1990

AT AN EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at Abbey House, Baker Street, London NW1 6XL on the 23rd day of April 1990, the following special resolution was duly passed:

That the Memorandum of Association of the Company be amended as follows:

(a) by deleting Clause 3.1 and replacing it with the following Clause:

3.1(a) To acquire by purchase, lease, exchange, hire or otherwise, lands and property of any tenure, or any interest in the same, in any part of the world.

3.1(b) To erect and construct, either by this company or other parties, houses, buildings or works of every description on any land of this company or upon any other lands or property, and to pull down, rebuild, enlarge, alter and improve existing houses, buildings or works thereon, to convert and appropriate any such land into and for roads, streets, squares, gardens and pleasure grounds and other conveniences and generally to deal with and improve the property of this company.

3.1(c) To sell, lease, let, mortgage or otherwise dispose of the lands, houses, buildings, and other property of this company.

3.1(d) To advance money to any person or persons or corporation either at interest or without, upon the security of freehold (including enfranchised copyhold) or leasehold property by way of mortgage, or upon marketable security and in particular to advance money to shareholders in this company, and others, upon the security of or for the purpose of enabling the person borrowing the same to erect, or purchase or enlarge or repair any house or building, or to purchase the fee simple or any less estate or interest in, or to take a demise for any term or terms of years of any freehold (including enfranchised copyhold) or leasehold property upon such terms and conditions as this company may think fit.

3.1(e) To undertake or direct the management of the property, buildings, lands and estates (of any tenure of kind) of any persons, whether members of this company, or not, in the capacity of stewards or receivers or otherwise.

3.1(f) To purchase and sell for any persons freehold or other house property, buildings or lands, or any share or shares, interest or interests therein, and to transact on commission or otherwise the general business of a land agent.

(b) By deleting Clauses 3.12, 3.13 and 3.18 and replacing them with the following Clauses:

3.12 To receive money on deposit with or without allowance of interest thereon.

3.13 To advance and lend money upon such security as may be thought proper, or without taking any security therefor.

3.18 To assist any company or companies for the purpose of acquiring any of the property or furthering any of the objects of this company.

(c) By deleting the penultimate paragraph of Clause 3 "Provided that the objects and construed accordingly".

L. N. Nagrecha
[L. NAGRECHA]
~~Director~~/Secretary