

Registered Number 02108635

NATIONAL AUSTRALIA GROUP EUROPE LIM
(the "Company")

THURSDAY



PRIVATE COMPANY LIMITED BY SHARES

SHAREHOLDERS' WRITTEN SPECIAL RESOLUTION

The following resolution was duly passed as a special resolution of the Company on 28 May 2015 by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006 and in accordance with the Articles of Association of the Company

SPECIAL RESOLUTION

THAT the existing share capital of the Company be reduced from £2,232,012,501 divided into 2,232,012,500 ordinary shares of £1 00 each and 1 non-voting income share of £1 00 each to £223,201,251 divided into 2,232,012,500 ordinary shares of 10 pence each and 1 non-voting income share of £1 00 each, by reducing the nominal value of each ordinary share to 10 pence and by cancelling and extinguishing 90 pence of liability on each issued ordinary share in the capital of the Company which are registered in the names of Law Now Limited and National Equities Limited and that the amount of such reduction be and is hereby credited to the reserves of the Company

A handwritten signature in black ink, appearing to be "L F m", is written over a horizontal line.

Company Secretary