

Company number
02111149

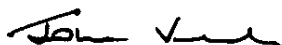
THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN SPECIAL RESOLUTION
OF
INSIGHT INVESTMENT MANAGEMENT LIMITED
(the Company)

UNDER CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006

By a written resolution dated 16th January 2009, members representing not less than 75% of the total voting rights of members who were entitled to vote on the resolution on its circulation date agreed to the following resolution being passed as a special resolution of the members of the Company:

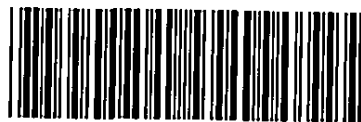
Special resolution

That the Company amend its articles of association in the form attached to this resolution with effect from the later of: (i) the date the resolution is passed; and (ii) the date the scheme of arrangement by which HBOS plc is acquired by Lloyds TSB Group plc becomes effective.



.....
Director/Secretary

FRIDAY



A4FWB6RX

A88

23/01/2009

91

COMPANIES HOUSE

Company number
02111149


THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN SPECIAL RESOLUTION
OF
INSIGHT INVESTMENT MANAGEMENT LIMITED
(the Company)

UNDER CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006

By a written resolution dated 16th January 2009, the sole holder of the issued B ordinary share capital of the Company agreed to the following resolution being passed as a special resolution of the holder of that class of shares:

Special resolution

That the Company amend its articles of association in the form attached to this resolution with effect from the later of: (i) the date the resolution is passed; and (ii) the date the scheme of arrangement by which HBOS plc is acquired by Lloyds TSB Group plc becomes effective.


.....
Director/Secretary