

Number of Company: 2294747

The Companies Act 2006
Company Limited by Shares
Ordinary Resolutions
Of

Abbey National plc
(the "Company")

Passed 16 December 2008

FRIDAY



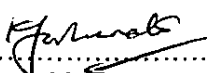
A13	16/01/2009	274
COMPANIES HOUSE		
A14	05/01/2009	166
COMPANIES HOUSE		

At a **General Meeting** of the members of the Company, duly convened and held Abbey National House, 2 Triton Square, Regent's Place, London, NW1 3AN on Tuesday 16 December 2008 the following ordinary resolutions were passed:

Ordinary Resolutions

THAT the ordinary capital of the Company be increased from £1,175,000,000 to £2,475,000,000 by the creation of 13,000,000,000 ordinary shares of £0.10 each, ranking pari passu in all respects with the existing ordinary shares in the capital of the Company.

THAT the directors be and they are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. Provided that the authority hereby given shall expire 5 years after the passing of this resolution unless previously renewed or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority.


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Karen M. Fortunato
Company Secretary