

COMPANY NO: 2490160

**THE COMPANIES ACT 1985**

**COMPANY LIMITED BY SHARES**

**SPECIAL RESOLUTION**

of

**SKIPTON MORTGAGE CORPORATION LIMITED**

At an Extraordinary General Meeting of the Company duly convened and held at The Bailey, Skipton, North Yorkshire, BD23 1DN on 24 July 2001 the following Resolutions were duly passed as a Special Resolution:

**SPECIAL RESOLUTIONS**

1. That the authorised share capital of the Company be and hereby is increased by £646,027 to £647,027 by the creation of an additional 646,027 ordinary shares of £1 each ranking pari passu in all respects as one class of shares with the existing shares in the capital of the company.
2. That the directors of the Company be and are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "Act") to exercise each and every power of the Company to allot relevant securities (as defined in that section) up to a maximum amount in nominal value of £646,027, such authority to expire on 30 June 2006.
3. That subject to the passing of resolution 1 above and pursuant to section 95(1) of the Act the directors be and are hereby authorised to allot all the unissued ordinary shares in the capital of the Company as if the pre-emption provisions of section 89(1) of the Act did not apply to such allotments and this power shall (unless previously revoked or varied by the Company in general meeting) expire on 30 June 2006.
4. That the Memorandum and Articles of Association of the Company be altered with respect to the statement of the Company's share capital by increasing the share capital in clause 5 of the Memorandum of Association and clause 3 of the Articles of Association respectively to £647,027 divided into shares of £1 each



CHAIRMAN

DATED 24 July 2001

