

**SPECIAL RESOLUTION
OF**

MONDAY



THE ROYAL BATH AND WEST OF ENGLAND SOCIETY

(Company Number 02931640)

("the Company")

Passed at an extraordinary general meeting of the Company held at the Showground, Shepton Mallet, Somerset on the 3rd day of May 2007

It was PROPOSED and RESOLVED as a special resolution of the Company:

1 THAT the Articles of Association of the Company be altered as follows:-

(a) by substituting for the existing Article 36 the following Article -

"Subject to the provisions of these Articles, each Director shall be entitled to serve as a Director for a term commencing on the date of his appointment or reappointment (as the case may be) as a Director at an Annual General Meeting and concluding at the third Annual General Meeting following the date of his appointment or reappointment, at which meeting he shall retire from office Provided Always that if a Director reaches 70 years of age during any term of office he shall retire from office at the next Annual General Meeting of the Company following his having attained such age unless he is invited by the Chairman of the Directors to remain a director and his continuation in office is approved by an Ordinary Resolution of the Company in General Meeting"

(b) by substituting for the existing Article 38 the following Article:-

"No Director shall be eligible for reappointment as a Director if he has previously been or has been deemed to have been reappointed to office on 3 or more consecutive occasions immediately prior to such proposed reappointment unless he has been invited by the Chairman of the Directors to serve any further term(s) of office and each subsequent consecutive reappointment of him as a Director is approved by an Ordinary Resolution of the Company in General Meeting"

Chairman