

Company Number 3196171

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

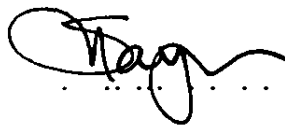
CLERICAL MEDICAL INVESTMENT GROUP LTD
(the "Company")

PASSED ON 15th March 2010

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, HBOS Insurance and Investment Group Ltd as member of the Company, resolved as a special resolution

"That, further to the resolution passed by the board of Lloyds Banking Group plc on 25th February 2010, HBOS Financial Services Limited hereby directs Clerical Medical Investment Group Limited ("CMIG"), to:

- a. act in accordance with written instructions given to it by or on behalf of Lloyds Banking Group plc, or any of its principal subsidiaries, in relation to the Lloyds Banking Group Group Sanctions Policy, and
- b. take all necessary steps to ensure that the directors and other approved persons of CMIG from time to time do whatever is necessary to ensure that CMIG complies with such instructions
- c. in particular, to take all actions necessary to comply with the Lloyds Banking Group Group Sanctions Policy. "



For and on behalf of
HBOS Financial Services Ltd
Secretary

SATURDAY



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27/03/2010

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