

BRADFORD & BINGLEY plc
Company number 3938288

**SPECIAL RESOLUTION APPROVED BY SHAREHOLDERS AT THE ANNUAL
GENERAL MEETING OF THE COMPANY HELD ON 25 APRIL 2006**

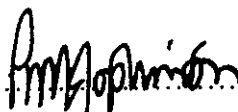
Resolution 11

"It was RESOLVED that the Directors be and they are hereby empowered pursuant to Section 95 of the Companies Act 1985 (the 'Act') to allot equity securities within the meaning of Section 94 of the Act for cash pursuant to the authority conferred by Resolution 10 or by way of sale of treasury shares for the period to 24 April 2011 as if Section 89 (1) of the Act did not apply to such allotment but limiting such power to :

- (a) the allotment of equity securities in connection with a rights issue, open offer or other offer of securities in favour of the holders of ordinary shares of 25 pence each in the Company ('Ordinary Shares') on the register of members at such record date(s) as the Directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of Ordinary Shares held or deemed to be held by them on any such record dates, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury share, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of the shares being represented by depositary receipts or any other matter whatever; and
- (b) the allotment (otherwise than pursuant to (a) above) to any person or persons of equity securities up to an aggregate nominal amount of £7,930,000;

save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired."

I hereby certify that the above is a true and fair extract
Of the minutes of the Annual General Meeting of
Bradford & Bingley plc held on 25 April 2006

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Company Secretary

