

Company Number: 4251860

THE COMPANIES ACTS 1985 TO 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN SPECIAL RESOLUTION OF THE SOLE MEMBER OF  
RBS (CEDAR) INVESTMENTS LIMITED (the "Company")

Registered Office. 3 Princess Way, Redhill, Surrey RH1 1NP

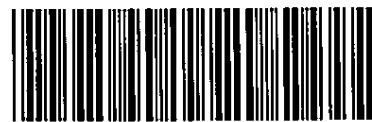
Circulation date 19 December 2007

Pursuant to Chapter 2 and Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as a special resolution (the "Resolutions")

**SPECIAL RESOLUTION.**

- 1 THAT the capital of the Company be increased from £1,000,000 to £5,000,000 by the creation of a further 4,000,000 ordinary shares of £1 each to rank pari passu in all respects with the existing ordinary shares of £1 each in the capital of the Company
- 2 THAT -
  - 2.1 the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for the period of five years from the date of the passing of this resolution all the powers of the Company to allot relevant securities up to the aggregate nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution,
  - 2.2 by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period, and
  - 2.3 words and expressions defined in or for the purposes of the said Section 80 shall have the same meanings in this resolution
- 3 THAT the Articles of Association of the Company be and are hereby altered as follows -
  - 3.1 by deleting the existing Article 2 and substituting therefor the following new Article 2 -

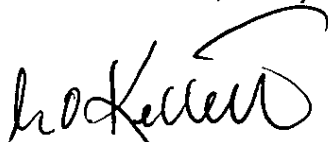
"2 The share capital of the Company as at 19 December 2007 is £5,000,000 divided into 5,000,000 ordinary shares of £1 each "



## AGREEMENT:

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, being the sole member of the Company entitled to vote on the Resolutions on 19 December 2007, hereby irrevocably agrees to the Resolutions



for and on behalf of  
**The Royal Bank of Scotland plc**

Dated **19 DECEMBER 2007**

## NOTES

- 1 If you agree with the Resolution please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods
  - **By Hand:** delivering the signed copy to the Group Secretariat, 3 Princess Way, Redhill, Surrey RH1 1NP
  - **By email:** by attaching a scanned copy of the signed document to an e-mail and sending it to GSAHM@lombard.co.uk Please enter "Written resolutions dated 19 December 2007" in the e-mail subject box
- 2 If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 4 Unless, by midnight on 15 January 2008, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before this time
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document

The above Special Resolution was passed as a Written Resolution pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on 19 December 2007, the signatory being the sole member of the Company who was entitled to vote on the resolution on the date on which the resolution was first circulated

  
Director of Company