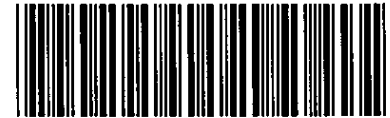


Company Number: 4251860

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## 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 15 January 2008

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

#### SPECIAL RESOLUTIONS

- 1 That the following transactions are approved as being of corporate benefit to the Company
  - (i) the payment by the Company of an aggregate amount of up to GBP 3,000,050,000 into the Company's bank account with RBS consisting of (i) the subscription proceeds of GBP 2,995,000,000 in respect of the subscription by The Royal Bank of Scotland plc ("**RBS**") of 2,995,000,000 class A ordinary shares in the Company and (ii) the redemption or disposal proceeds of certain investments by the Company in an amount of up to GBP 5,050,000,
  - (ii) (a) the making by the Company of a short term deposit of up to GBP 3,000,050,000 to be made by the Company with RBS on the date the Company receives subscription proceeds of GBP 2,995,000,000 in respect of its class A ordinary shares, (b) the commitment by the Company to pay into the Company's bank account with RBS an amount equal to (x) any payment in relation to any interest earned on any investments held by the Company, and (y) any payment under the GBP 3,000,000,000 floating rate notes to be acquired by the Company (including any interest and redemption proceeds received thereunder) (collectively, the "**Receipts**") on each date on which such Receipts are received by the Company, and (c) the commitment by the Company to deposit amounts equal to the Receipts with RBS, such deposits and payments to be made pursuant to the terms of a deposit agreement to be made between the Company and RBS, and
  - (iii) the commitment by the Company to make the loans of certain collateral received in connection with the Notes with RBS, from time to time, each for a period of one-month, subject to the terms set out in a confirmation to be made between the Company and RBS, such confirmation forming part of a global master securities lending agreement to be made between the Company and RBS

- 2 That the directors of the Company are instructed to take any action in connection with the negotiation, execution, delivery and performance of any document in relation to the above transactions as they shall deem necessary

## 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 15 January 2008, hereby irrevocably agrees to the Resolutions

  
for and on behalf of

**The Royal Bank of Scotland plc**

Dated

## 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 Group Secretariat, 3 Princes 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](mailto:GSAHM@lombard.co.uk) Please enter "Written resolutions dated 15 January 2008" 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 11 February 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

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The above special resolution was passed as a Written Resolution pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on 15 January 2008, 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