

Company number
7033644

WEDNESDAY



THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN SPECIAL RESOLUTION

OF

RBS Covered Bonds (Holdings) Limited
(the **Company**)

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company proposed that the following resolutions be passed as special resolutions:

Special Resolution No. 1

That the name of the Company be changed to NatWest Covered Bonds (Holdings) Limited.

Special Resolution No. 2

That, subject to the registration of Special Resolution No. 1 above, the Company's current articles of association be replaced in their entirety by the new articles of association, as tabled.

AGREEMENT OF ELIGIBLE MEMBERS

The undersigned, being a sole member on 17 April 2018 (the **circulation date**), irrevocably agrees to the resolution set out above:

Signed by


.....
for and on behalf of Intertrust Corporate Services Limited

Date: 17 April 2018

Eligible members must signify their agreement to the proposed resolutions as follows: **by e-mail**, by replying to this e-mail and indicating their agreement to the proposed resolutions **OR** by sending a scanned signed copy of the resolutions to Directors-uk@intertrustgroup.com .

Eligible members must signify their agreement to the proposed resolutions within the period of 28 days from and including the circulation date. However, eligible members who do not agree with the proposed resolutions do not need to reply. Once eligible members have signified their agreement to the proposed resolutions, their agreement may not be revoked. The proposed resolutions will lapse if they are not passed by the end of that 28 day period.



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company Number 7033644

The Registrar of Companies for England and Wales hereby certifies that
under the Companies Act 2006:

RBS COVERED BONDS (HOLDINGS) LIMITED

a company incorporated as private limited by shares; having its registered
office situated in England and Wales; has changed its name to:

NATWEST COVERED BONDS (HOLDINGS) LIMITED

Given at Companies House on **18th April 2018**



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**