



ULSTER BANK LIMITED  
(the "Company")

*[Signature]*  
DIRECTOR/SECRETARY  
ASSISTANT

03.02.09  
DATE

Company Number R733

Private Company Limited by shares

**WRITTEN RESOLUTION**

Pursuant to Article 53 of the Articles of Association of the Company, we, the undersigned, being the members of the Company, by our signature hereby pass the following written resolutions as ordinary or special resolutions of the Company (as indicated):

**1. Ordinary Resolution (Increase in Authorised Share Capital)**

THAT the authorised share capital of the Company be increased from £450,000,000 ordinary shares and €500,000,000 preference shares to £600,000,000 ordinary shares and €500,000,000 preference shares by the creation of an additional 150,000,000 Ordinary Shares of £1 each.

**2. Special Resolution (Amendment of Articles of Association)**

THAT pursuant to Article 20 of the Companies (Northern Ireland) Order 1986, Article 2.1 of the Articles of Association be amended to reflect the increase in the Company's authorised share capital referred to in the ordinary resolution at number 1 above.

**3. Special Resolution (Amendment of Memorandum of Association)**

THAT clause 6 of the Company's Memorandum and Articles of Association be amended to reflect the increase in the Company's authorised share capital referred to in the resolutions at number 1 and 2 above.

**4. Ordinary Resolution (Directors' authority to allot Shares)**

THAT the Directors of the Company be generally and unconditionally authorised in accordance with Article 90(1) of the Companies (Northern Ireland) Order 1986 to exercise all powers of the Company to allot relevant securities in the Company up to maximum nominal amounts equal to, and denominated in the same currencies as the nominal amounts of the authorised, but unissued, share capital of the Company immediately following the passing of this resolution, provided that this authority shall expire on the day preceding the expiry of five years from the passing of this resolution.

**5. Special Resolution (Disapplication of Pre-emption on allotment)**

THAT Article 99(1) of the Companies (Northern Ireland) Order 1986 be hereby excluded in its application to any allotment by the Company of relevant securities pursuant to the Ordinary Resolution at number 4 above.

SIGNED by the duly authorised representatives on behalf of all the members of the Company:

Signature

*[Signature]*  
National Westminster Bank Plc

Date:

30/1/09

