

Company number R0000733

**COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**  
**of**  
**ULSTER BANK LIMITED**  
**(The "Company")**

Circulation date: *4<sup>th</sup> July* 2017

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, it is proposed that the resolutions below be passed as special resolutions (Special Resolutions).

**SPECIAL RESOLUTIONS**

1. "THAT, the issued share capital of the Company be reduced from by cancelling and extinguishing 309,000,000 of the issued non-cumulative preference shares of €1.00 each in the Company, each of which is fully paid up and the amount by which the share capital is so reduced be credited to a reserve"
2. "THAT, the share premium account of the Company be cancelled and the amount of the share premium account so cancelled be credited to a reserve."
3. "TO, declare an interim dividend in respect of the Company of £681,557,354 and that such interim dividend will be paid to the sole shareholder of the Company, National Westminster Bank plc, in respect of its 253,932,619 Ordinary Shares of £1.00 each in the capital of the Company at such date and time as approved by the directors of the Company."




JNI \*J6AGCEIO\* #49  
11/07/2017  
COMPANIES HOUSE

## AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Special Resolutions.

The undersigned, being the sole person entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agrees to the Special Resolutions:

A handwritten signature in black ink, appearing to be 'J. Lee', written over a dotted line.

Signed for and on behalf of  
**NATIONAL WESTMINSTER BANK PLC**

Date: 4/7/17