

Company Number: SC080960

**NATIONAL AUSTRALIA GROUP EUROPE INVESTMENTS LIMITED**

(the *Company*)

**MEMBER'S WRITTEN RESOLUTION**

In accordance with sections 288, 292 and 293 of the Companies Act 2006, the member of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, **DECLARES** that the following resolutions shall have effect as special resolutions as if passed by the Company in general meeting and accordingly, **RESOLVES**:

**THAT**

1. In accordance with section 641 of the Companies Act 2006, the Company's share capital be reduced with effect from the date this resolution is filed with the Registrar of Companies by £3,179,661,720.23, representing the total amount paid up on 3,179,661,721 ordinary shares issued and fully paid up each to the amount of £1 (the **Ordinary Shares**), and that this total amount be repaid to National Australia Group Europe Limited.

2. In accordance with section 641 of the Companies Act 2006, any liability for share capital on the Ordinary Shares be extinguished and the Ordinary Shares be cancelled with effect from the date this resolution is filed with the Registrar of Companies.

**AGREEMENT**

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

The undersigned, a member entitled to vote on the Special Resolutions on 11<sup>th</sup> September 2013, hereby irrevocably agrees to the Special Resolutions:

Signed on behalf of National Australia Group Europe Limited ("**NAGE**"), a company incorporated in England and Wales, by DAVID THORBURN being a director of NAGE who, in accordance with the laws of England and Wales, is acting under the authority of the Company.

David Thorburn

A director of NAGE

11<sup>th</sup> September 2013

WEDNESDAY



\*S2H5PZ42\*

SCT

18/09/2013

#73

COMPANIES HOUSE