

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

**THE ROYAL BANK OF SCOTLAND
PUBLIC LIMITED COMPANY**

Passed on 25 April 2002

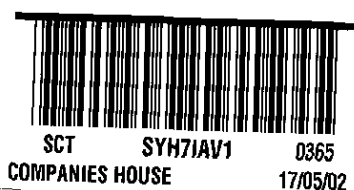
At the ANNUAL GENERAL MEETING of the members of THE ROYAL BANK OF SCOTLAND PUBLIC LIMITED COMPANY duly convened and held at 42 St Andrew Square, Edinburgh on 25 April 2002 the following Resolution was duly passed as a SPECIAL RESOLUTION of the Company:-

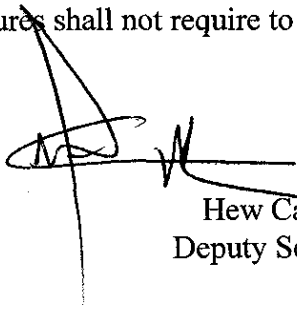
SPECIAL RESOLUTION

"THAT the Articles of Association of the Company be amended by adopting the following wording in substitution for the existing Article 130(B):

"130(B) Formalities for affixing the seal

Every deed, contract, document, instrument or other writing to which the Seal shall be affixed shall (except as permitted by Article 19) be signed by any two Directors, or by any one Director and the Secretary, or by any two persons appointed or authorised by the Directors for the purpose. Such signatures shall not require to be witnessed."




Hew Campbell
Deputy Secretary

