

LLOYDS TSB BANK PLC

THURSDAY



At the annual general meeting of the members of the company held at 25 Gresham Street, London, EC2V 7HN on 29th July 2008, the following resolutions, as set out in the notice of meeting were passed

ORDINARY RESOLUTION 3

- (a) That the share capital of the company be increased from £1,650,000,101 (one billion, six hundred and fifty million, one hundred and one pounds) to £1,693,750,101 (one billion, six hundred and ninety three million, seven hundred and fifty thousand, one hundred and one pounds), US\$40,000,000 (forty million US dollars), €40,000,000 (forty million euro) and ¥1,250,000,000 (one billion, two hundred and fifty million yen) by the creation of
- (i) 175,000,000 preference shares of 25p each,
 - (ii) 160,000,000 preference shares of US 25 cents each,
 - (iii) 160,000,000 preference shares of € 25 cents each, and
 - (iv) 50,000,000 preference shares of ¥25 each,
- (b) That the preference shares referred to in (a) above shall have the rights and restrictions which the directors may from time to time determine

SPECIAL RESOLUTION 4

Subject to the passing of resolution (3) in the notice of this meeting

- (a) That article 3 of the articles of association be amended to read
- “The share capital of the company at the date of adoption of these articles is £1,693,750,101, US\$40,000,000, €40,000,000 and ¥1,250,000,000 divided into 1,650,000,000 ordinary shares of £1 each, one cumulative floating rate preference share of £1 (the “preference share”), 100 6% non-cumulative redeemable preference shares of £1 each (the “series II preference shares”), and 175,000,000 preference shares of 25 pence each, 160,000,000 preference shares of US 25 cents each, 160,000,000 preference shares of € 25 cents each, and 50,000,000 preference shares of ¥25 each (together the “series III preference shares”) ”
- (b) That article 21 of the articles of association be amended by the inclusion of the following new article 21 (6)
- “The rights attaching to the series III preference shares shall be as the directors may determine from time to time ”

ORDINARY RESOLUTION 5

Subject to the passing of resolution (3) in the notice of this meeting

That the directors be generally and unconditionally authorised pursuant to and in accordance with section 80 of the Companies Act 1985 (the "Act") to exercise for a period ending five years from the date of this resolution all the powers of the company to allot relevant securities, as defined in the Act, up to an aggregate nominal amount equal to the authorised capital of the company for the time being created and unissued (£152,069,069, US\$40,000,000, €40,000,000 and ¥1,250,000,000), and by that authority the directors may make offers or agreements which would or might require securities to be allotted after the expiry of that period

SPECIAL RESOLUTION 6

That, subject to the passing of resolution (5) in the notice of this meeting

- (a) the directors be empowered to allot equity securities, as defined in the Companies Act 1985 (the "Act"), wholly for cash pursuant to and within the terms of the authority in resolution (5), as if section 89(1) of the Act did not apply to the allotment of equity securities, up to an aggregate nominal amount equal to the authorised ordinary share capital of the company for the time being created and unissued (£108,319,068),
- (b) the power conferred by this resolution shall cease to have effect when the authority in resolution (5) is revoked or expires, and
- (c) by the power conferred by this resolution, the directors may, during the period mentioned in resolution (5), make any offer or agreement which would or might require securities to be allotted after the expiry of the period and the directors may allot securities in pursuance of any such offer or agreement as if the power conferred by this resolution had not expired "

SPECIAL RESOLUTION 7

That, with effect from 1st October 2008, the articles of association contained in the document produced to the meeting and signed by the chairman for the purposes of identification be approved and adopted as the new articles of association of the company in substitution for, and to the exclusion of, the existing articles of association



M R HATCHER
DEPUTY SECRETARY