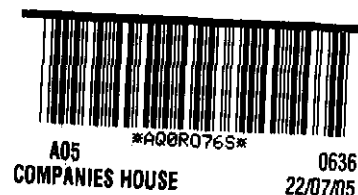


Number of Company: 2294747



THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
ORDINARY AND SPECIAL RESOLUTIONS

OF

ABBHEY NATIONAL PLC

Passed 21 June 2005

At an ANNUAL GENERAL MEETING of the above named Company, duly convened and held at Abbey National House, 2 Triton Square, Regent's Place, London NW1 3AN on 21<sup>st</sup> June 2005 at 1.00 pm the following resolutions were passed:

Ordinary Resolution

To authorise the directors, unconditionally, as required by Section 80 of the Companies Act 1985 to use all the Company's authority to allot (set aside for the person they are intended for) relevant securities, up to a total nominal value (the original value of the share as shown in the current Memorandum of Association) of:

- a) £701, 410, 636.40 this total is made up of not more than 26,410,636.40 ordinary shares and not more than 675,000,000 of preference shares.
- b) US \$982,000,000 this total is to be made up of not more than dollar 982,000,000 preference shares.
- c) €10,000,0000 this total is to be made up of not more than 1,000,000,000 euro preference shares.

The authority to do this shall expire at the conclusion of the AGM of the Company to held in 2006 unless this is cancelled or changes. Abbey National plc may agree, before this authority ends, to allot any of the relevant securities, even though the allotment may be completed after this authority ends.

Special Resolutions

To authorise Abbey National plc, without conditions, to buy back its own 8 5/8% preference shares. The following terms apply:

- Abbey National plc may buy back up to 125,000,000 8 5/8 preference shares.
- The lowest price which Abbey National plc can pay for 8 5/8 preference shares is 75% of the average of the market values of

the preference shares for five business days before the purchase is made.

- The highest price (not including expenses) which Abbey National plc can pay for each 8 5/8% preference share is 125% of the average of the market values of the preference shares for five business days before the purchase is made.
- This authorisation will apply from the date of this AGM until the next AGM (or until 21 September 2006 if the next AGM has not been held by then).
- Abbey National plc may agree, before this authorisation ends, to buy back its own 8 5/8% preference shares even though the purchase may be completed after this authorisation ends.

To authorise Abbey National plc, without conditions, to buy its own 10 3/8% preference shares. The following terms apply:

- Abbey National plc may buy up to 200,000,000 10 3/8 preference shares.
- The lowest price which Abbey National plc can pay for 10 3/8% preference shares is 75% of the average of the market values of the preference shares for five business days before the purchase is made.
- The highest price (not including expenses) which Abbey National plc can pay for each 10 3/8% preference share is 125% of the average of the market values of the preference shares for five business days before the purchase is made.
- This authorisation will apply from the date of this AGM until the next AGM (or until 21 September 2006 if the next AGM has not been held by then).
- Abbey National plc may agree, before this authorisation ends, to buy back its own 10 3/8% preference shares even though the purchase may be completed

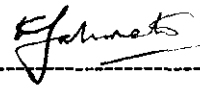
2. Forthwith upon the passing of this resolution, the Articles of Association of the Company shall be amended by the adoption and inclusion of the following new Articles.

- 80. Unless otherwise determined by ordinary resolution of the Company, the directors (disregarding alternate directors) shall be not less than six in number. The board may from time to time fix and from time to time vary a maximum number of directors.
- 85. At the first annual general meeting and every subsequent annual general meeting, all of the directors shall retire from office.
- 86. This article has been intentionally left blank following deletion.
- 108. The quorum necessary for the transaction of the business of the board may be fixed by the board and, unless so fixed at any other number, shall be two. Subject to the provisions of these articles, any director who ceases to be a director at a board meeting may continue to be present and to act as a

director and be counted on the quorum until the termination of the board meeting if no other director objects and if otherwise a quorum of directors would not be present.

and

142. Subject to the provisions of the Companies Acts, the Company may indemnify any director, alternate director, company secretary, senior manager or other officer of the Company or any company in which the Company has an interest, whether direct or indirect, or which is in any way allied to or associated with the Company, or any subsidiary undertaking of the Company or any such other company against any liability and purchase and maintain for any director, alternate director, company secretary, senior manager or other officer or auditor insurance against any liability. Subject to those provisions, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every director, alternate director, company secretary, senior manager or other officer of the Company may, at the discretion of the Board and on such terms as may be determined by the Board from time to time be entitled to be indemnified and if the board so determines the auditors may be indemnified out of the assets of the Company against all costs, charges, losses, damages and liabilities incurred by him in the actual or purported execution and/or discharge of his duties or the exercise of his powers and/or otherwise in relation thereto, provided always that this Article 142 shall be deemed not to provide for, or entitle any such person to indemnification to the extent that it would cause this Article 142, or any element of it, to be treated as void under the Companies Acts.



Abbey National plc  
Company Secretary  
Karen M. Fortunato