

Return of Allotment of Shares

*Please complete in typescript,
or in bold black capitals.*

CHFP010.

Company Number

2294747

Company Name in full

Abbey National plc

Shares allotted (including bonus shares):

| Date or period during which shares were allotted <small>(if shares were allotted on one date enter that date in the "from" box)</small> | From | | | To | | |
|---|---------------|-------|-------------|-----|-------|------|
| | Day | Month | Year | Day | Month | Year |
| | 1 | 2 | 1 1 2 0 0 4 | | | |
| Class of shares <small>(ordinary or preference etc)</small> | Ordinary | | | | | |
| Number allotted | 1,485,893,636 | | | | | |
| Nominal value of each share | 10 pence | | | | | |
| Amount (if any) paid or due on each share (including any share premium) | | | | | | |

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be treated as
paid up

| | | |
|--|--|--|
| | | |
|--|--|--|

**Consideration for which the shares
were allotted**

(This information must be supported by the duly
stamped contract or by the duly stamped particulars
on Form 88(3) if the contract is not in writing)

Pursuant to a Scheme of Arrangement

| |
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| |
| |

**When you have completed and signed the form send it to
the Registrar of Companies at:**

Companies House, Crown Way, Cardiff, CF14 3UZ
For companies registered in England and Wales

DX 33050 Cardiff

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
For companies registered in Scotland

DX 235 Edinburgh



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COMPANIES HOUSE

ETYDR009

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12/11/04

Names and addresses of the allottees (List joint share allotments consecutively)

| Shareholder details | Shares and share class allotted | |
|---|---|----------------------------------|
| Name Banco Santander Central Hispano, S.A. | Class of shares allotted 10 pence ordinary | Number allotted 1,485,893,636 |
| Address Paseo de Pereda 9-12, Santander, Spain | | |
| UK postcode | | |
| Name | Class of shares allotted | Number allotted |
| Address | | |
| UK postcode | | |
| Name | Class of shares allotted | Number allotted |
| Address | | |
| UK postcode | | |
| Name | Class of shares allotted | Number allotted |
| Address | | |
| UK postcode | | |

Please enter the number of continuation sheets (if any) attached to this form

Signed *E. J. J. J.*

Date 12/11/04

A director / secretary / administrator / administrative receiver / receiver manager / receiver

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

| | |
|---|-------------------|
| Abbey Secretariat (TS6 B01), Abbey National plc | |
| Abbey National House, 2 Triton Square, Regent's Place | |
| London NW1 3AN | Tel 020-7756 4766 |
| DX number | DX exchange |