

Company Number 2799754

**COMPANIES ACT 1985**  
**PUBLIC COMPANY LIMITED BY SHARES**

**SPECIAL RESOLUTION**  
**OF**  
**PRINCIPAL PORTFOLIOS 2 PLC**  
**(passed on 19 March 1998)**

“THAT, in accordance with regulation 50(B)(i) of the Company’s Articles of Association, the Company approves the sale or transfer of its shares to *Halifax mortgage Services Ltd* pursuant to an Offer Letter dated *18th* March 1998 addressed to shareholders in respect of an offer for the entire issued share capital of the Company at a price of 105p per share, notwithstanding that this may result in the Company being under the control of another Company “.

*Dewdarmeli*  
.....  
Secretary

