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CERTIFICATE OF REGISTRATION OF ORDER OF COURT AND MINUTE ON REDUCTION OF SHARE CAPITAL 'ORDINARY SHARES'

Company Number

218813

HBOS PLC

having by special resolution reduced its 'ordinary' share capital as confirmed by an Order of the Court of Session, Scotland

dated 16th January 2009

I hereby certify the registration of the said Order and of a Minute showing the present capital and shares of the company as fixed by the said Order.

Signed at Edinburgh on 16th January 2009

Registrar of Companies





Companies House

— for the record —