

**THE COMPANIES ACT 1985**

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**PUBLIC COMPANY LIMITED BY SHARES**

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**MEMORANDUM OF ASSOCIATION\***

of

**TSB BANK PLC**

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We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take a number of shares in the Capital of the Company set opposite our respective names.

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<b>NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS</b>	<b>Number of Shares taken by each Subscriber</b>
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ALAN LAMONT BARR, 77 St. Vincent Street, GLASGOW, G2 5TQ	1 (One)
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Legal Executive

JAMES HENRY SAUNDERS, 77 St. Vincent Street, GLASGOW, G2 5TQ	1 (One)
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Solicitor

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Dated this 4<sup>th</sup> day of September 1985.

Witness to the above signatures: -

FIONA MARY MacLEOD,  
77 St. Vincent Street,  
GLASGOW, G2 5TQ

Solicitor

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*\*by special resolution passed on 25 June 2010, all provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Companies Act 2006, were to be treated as provisions of the Company's Articles of Association, were deleted*