

No. 541132

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

ORDINARY

AND

SPECIAL RESOLUTIONS

OF

SECURE TRUST BANK PLC

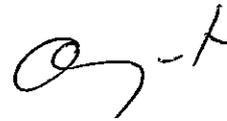
PASSED 7 MAY 2014

At the Annual General Meeting of Secure Trust Bank PLC, duly convened and held at Arbuthnot House, 20 Ropemaker Street, London EC2Y 9AR on Wednesday 7 May 2014, the following Resolutions were duly proposed and passed Resolution 1 as an Ordinary Resolution and Resolution 2 as a Special Resolution:

1. THAT, in substitution for all subsisting authorities to the extent unused, the Directors be and they are hereby empowered to allot or make offers or agreements to allot equity securities (as defined in Section 560 of the Companies Act 2006 (the "Act")) pursuant to Article 6 of the Articles of Association of the Company during the period until 31 May 2015 or, if earlier, the conclusion of the next Annual General Meeting of the Company, save that (a) the Company may before such expiry make an offer or agreement that would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired (b) the Section 551 Amount and the Section 561 Amount for this purpose shall be an aggregate nominal amount of £312,000.

2. THAT, the Company be and is hereby generally and unconditionally authorised to make market purchases (as defined in section 693(4) of the Companies Act 2006) of ordinary shares of 40p each in the capital of the Company (ordinary shares) provided that:
 - (a) the maximum number of ordinary shares hereby authorised to be purchased shall be 1,564,800 (being approximately 10% of the issued share capital of the Company as at 19 March 2014);

- (b) the minimum price which may be paid for an ordinary share shall be 40p;
- (c) the maximum price which may be paid for an ordinary share shall be 5% above the average of the closing middle market price of the ordinary shares (as derived from the London Stock Exchange Daily Official List) for the 10 business days prior to the day the purchase is made;
- (d) the authority hereby conferred shall expire on 31 May 2015 or, if earlier, on the conclusion of the next Annual General Meeting of the Company unless such authority is renewed prior to such time; and
- (e) the Company may enter into contracts to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority, which contracts will or may be executed wholly or partly after the expiry of such authority, and may make purchases of ordinary shares pursuant to any such contracts.



Chairman