

Company No. 727694

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

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BANKERS TRUST INTERNATIONAL LIMITED

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SPECIAL RESOLUTION

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passed on 30 July, 1991

At an EXTRAORDINARY GENERAL MEETING of the Company held on 30 July, 1991, at 1 Appold Street, Broadgate, London, EC2A 2HE, the following Resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

That the Company should be re-registered as, and that the Directors be and are hereby authorised to apply for the re-registration of the Company as, a public company under the name of Bankers Trust International PLC and accordingly that:

- (a) the following new Clause 2 be inserted into the Company's Memorandum of Association:

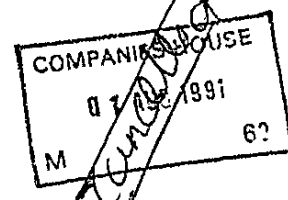
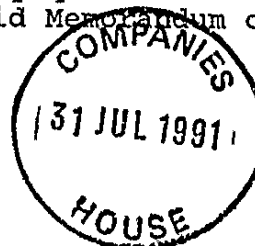
"2. The Company is to be a public company."

and the remaining Clauses be renumbered accordingly;

- (b) Clause 1 of the Company's Memorandum of Association be altered to read:

"1. The name of the Company is "BANKERS TRUST INTERNATIONAL PLC".";

- (c) the statement of the Company's objects contained in the Memorandum of Association be altered by the substitution of the objects contained in the printed document produced to the Meeting and signed by the Chairman for the purposes of identification for and to the exclusion of any previous statement of objects contained in the said Memorandum of Association;

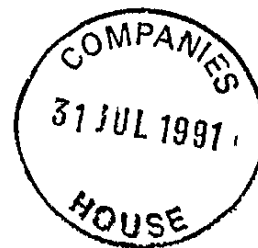


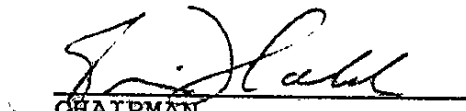
- (d) Clause 5 of the Company's Memorandum of Association (renumbered Clause 6 in accordance with (a) above) be altered to read:

"6. The Share Capital of the Company is £110,000,000, divided into 110,000,000 ordinary shares of £1 each."; and

- (e) the regulations contained in the printed document referred to in (c) above be hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of the Company.

  
B.E. WALSH  
CHAIRMAN




  
CHAIRMAN  
30 July, 1991

BANKERS TRUST INTERNATIONAL PLC

MEMORANDUM AND  
ARTICLES OF ASSOCIATION

I certify that this copy of the Memorandum and Articles of Association is a true copy of the said documentation as adopted and approved by a Special Resolution passed on 30 July, 1991.

  
C.F. BACKHOUSE  
Company Secretary

30 July, 1991

