

Company No. 1268118

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

of

DB U.K. FINANCE p.l.c.

At an extraordinary general meeting of the Company held at 6 Bishopsgate, London EC2P 2AT on 11 July 1994 the following resolutions were passed as ordinary resolutions:

1. THAT the authorised share capital of the Company be increased to £20,000,000 by the creation of 15,000,000 shares of £1 each each ranking pari passu in all respects as one class of shares with the existing shares in the capital of the Company.
2. THAT the directors be generally and unconditionally authorised, pursuant to section 80 of the Companies Act 1985 to exercise all powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £15,000,000 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on 31 July 1994.


CHAIRMAN

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A061RECEIPT DATE:12/07/94