

SUPPLEMENTARY LISTING PARTICULARS

Mitsubishi Finance International plc

(Incorporated with limited liability in England)

Mitsubishi Bank (Europe) S.A.

(Incorporated with limited liability in the Kingdom of Belgium)

MBE Finance N.V.

(Incorporated with limited liability in The Netherlands)

Mitsubishi Bank (Deutschland) GmbH

(Incorporated with limited liability in Germany)

Mitsubishi Finance (Hong Kong) Limited

(Incorporated with limited liability in Hong Kong)

U.S.\$2,000,000,000

Euro Medium Term Note Programme

These supplementary listing particulars are prepared in connection with the U.S.\$2,000,000,000 Euro Medium Term Note Programme (the "Programme") of Mitsubishi Finance International plc, Mitsubishi Bank (Europe) S.A., MBE Finance N.V., Mitsubishi Bank (Deutschland) GmbH and Mitsubishi Finance (Hong Kong) Limited (together, the "Issuers"). The Programme is described in the Prospectus which comprises listing particulars dated 24th November, 1994 and these supplementary listing particulars are supplemental to such Prospectus. This document should be read in conjunction with such listing particulars. Terms defined in such listing particulars have the same meanings when used in these supplementary listing particulars.

Arranger

Mitsubishi Finance International plc

Mitsubishi Bank (Deutschland) GmbH (for DM issues only)

Dealers

ABN AMRO Bank N.V.

Banque Internationale à Luxembourg

Société Anonyme

CS First Boston

Deutsche Bank AG London

Goldman Sachs International

Lehman Brothers

Merrill Lynch International Limited

Mitsubishi Bank (Deutschland) GmbH

Mitsubishi Bank (Switzerland) Ltd.

Mitsubishi Finance (Hong Kong) Limited

Mitsubishi Finance International plc

Morgan Stanley & Co.

Paribas Capital Markets

Salomon Brothers International Limited

Swiss Bank Corporation

USB Limited

S.G. Warburg Securities

The date of these Supplementary Listing Particulars is 23rd May, 1995



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COMPANIES HOUSE 23.5.95

Under the programme, Mitsubishi Finance International plc, Mitsubishi Bank (Europe) S.A., Mitsubishi Bank (Deutschland) GmbH and Mitsubishi Finance (Hong Kong) Limited have the benefit of a keep well agreement from their parent, The Mitsubishi Bank, Limited (the "Parent"). On 28th March, 1995, The Mitsubishi Bank, Limited and The Bank of Tokyo, Ltd. announced their intention to merge and subsequently, the following statement was issued jointly:-

"The Bank of Tokyo, Ltd. and The Mitsubishi Bank, Limited are pleased to announce an agreement on merger, on equal footing, to be completed before April 1, 1996.

In the last years before the 21st century, the pace of change in the domestic and international environment surrounding Japan's economy and financial market has accelerated. Given rapid financial deregulation and internationalisation, we, the city banks, must strive to earn the credibility from our clients and meet their financial needs by providing more sophisticated and diversified products and services in order to make a contribution to economic development in Japan and other countries.

In order to respond to these needs, we must enhance our ability to provide a wide range of superior financial services and quality information; moreover, to withstand increasingly complex and diverse risks, it is necessary to create a bank with a strong management foundation. The creation of this bank should enhance our ability to serve the community and also contribute to the stability of the financial system.

Our two banks have been holding discussions from this viewpoint for some time. As a result, we concluded that the creation of the new bank, as envisioned above, through a merger that would maximise our respective strengths and minimise our weaknesses, would also benefit our shareholders and clients.

First, in creating this new bank, we expect to be able to provide an enhanced level of customer service. Given the wealth of experience and expertise of domestic and international financial markets accumulated by each bank during its long history, we believe that we will be able to respond faster and more appropriately to the broad range of our customers' needs.

Second, it would serve a unique role possible only for a genuinely global bank. Since the new bank would have an extensive branch network in Japan and overseas, it would provide superior financial services and quality information worldwide. As a truly global bank with high profitability and a strong balance sheet, we will work hard in world financial markets to contribute to the development of the international community.

Third, given its mission and these goals, the new bank will provide a working environment in which its employees can better maximise the use of their talents.

Fourth, by avoiding duplication in branch deployment and information systems, its financial position will be strengthened and its management efficiency enhanced.

Because of historical differences in background, evolution and business character, each bank has developed highly complementary strengths in various areas of business, which we expect will produce powerful synergies in the merger.

Moreover, since the two banks have a great deal in common in terms of management style and corporate culture, and both management's share a strong bond of mutual trust, we feel confident of smooth progress toward the merger and of success in operating the new bank thereafter.

In creating this new bank, apart from the required legal procedures, it is necessary to obtain the consent of shareholders and the support and co-operation of our clients. We would sincerely appreciate the support of all concerned as we take the first steps toward the successful creation of the new bank. Our intention is not merely to seek economies of scale, but to provide a broad spectrum of high quality financial services worldwide.

Basic Terms and Conditions of the Merger

1. Merger on Equal Footing

The Bank of Tokyo, Ltd. and The Mitsubishi Bank, Limited are to merge on equal footing. The new bank is to be established as an "ordinary bank" as stipulated in Article 2-1 of the Japanese Bank Law and, therefore, The Bank of Tokyo, Ltd. is to be the dissolved company and The Mitsubishi Bank, Limited is to be the surviving company for the purpose of legal procedure in Japan.

2. Name of the New Bank

The name of the new bank as specified in its charter is Kabushiki Kaisha Tokyo Mitsubishi Ginko.

The English name of the new bank is The Bank of Tokyo-Mitsubishi, Ltd.

3. Date of Merger

The merger will take place following the required legal procedures, the approval of the Minister of Finance and registration with the Fair Trade Commission.

The merger is expected to be consummated by April 1, 1996.

4. Shareholders' Meeting to Approve Merger

The Bank of Tokyo, Ltd. and The Mitsubishi Bank, Limited will submit approval of the merger contract and other necessary items for shareholder resolution at each bank's respective shareholders' meeting scheduled to be held in June 1995.

5. Ratio of Share Allotment

For each share of The Bank of Tokyo, Ltd., 0.8 shares of The Mitsubishi Bank, Limited is to be allotted to the registered shareholders of The Bank of Tokyo, Ltd. as of the merger date.

6. New Share Issuance of The Mitsubishi Bank, Limited

Based upon a resolution approved at its directors' meeting and prior to the merger date, The Mitsubishi Bank, Limited will allot 0.05 gratis shares for each share held by its final registered shareholders at the record date determined at the directors' meeting.

7. Address of Head Office

The head office of the new bank will be located at 7-1, Marunouchi 2-chome, Chiyoda-Ku, Tokyo 100, Japan (currently the location of the head office of The Mitsubishi Bank, Limited).

8. President and Chairman

Tsuneo Wakai (currently: President of The Mitsubishi Bank, Limited) is to be named the chairman, and Tasuku Takagaki (currently: President of The Bank of Tokyo, Ltd.) the president of the new bank.

9. Establishment of the Merger Committee

The Merger Committee is to be established to determine the details of the merger.

10. Other Items

Other items will be resolved by discussion between the two banks."

On 19th May, 1995 the following two statements were issued by both The Bank of Tokyo, Ltd. and The Mitsubishi Bank, Limited:-

“THE BANK OF TOKYO, LTD. (BOT) AND THE MITSUBISHI BANK, LIMITED (MBL) ANNOUNCING THE EXECUTION OF A MERGER AGREEMENT

Today, BOT (Tasuku Takagaki, President of BOT) and MBL (Tsuneo Wakai, President of MBL) entered into a merger agreement (the “Agreement”).

The principal terms and conditions of the Agreement they agreed upon are as follows:

1. BOT and MBL shall merge on an equal basis; provided, however, that as a matter of procedure, MBL shall be a surviving financial institution as a bank (ordinary bank).
2. MBL shall change its trade name as of the date of merger (the “Merger Date”) to Kabushiki Kaisha Tokyo Mitsubishi Ginko (in English, The Bank of Tokyo-Mitsubishi, Ltd.).
3. MBL shall issue in the merger MBL’s par value share of common stock in the number equal to the aggregate number obtained by multiplying by 0.8 the number of BOT’s shares held by each shareholder as at the close of the date immediately preceding the Merger Date, and allot and issue such MBL’s shares to the said shareholders at the rate of 0.8 shares of MBL for each of BOT’s shares held by them.
4. MBL shall, by a resolution of its Board of Directors, split the shares held by the shareholders as at the close of the date immediately preceding the Merger Date at the ratio of 1.05 shares for each share so held.
5. Prior to 31st March, 1996, MBL shall be permitted to issue its convertible bonds denominated in yen or foreign currency with the aggregate principal amount up to two hundred billion yen (¥200,000,000,000) or its equivalent. The conversion period of such convertible bonds shall commence on or after the date immediately following the Merger Date.
6. The Merger Date shall be 1st April, 1996.
7. MBL will pay to the shareholders of BOT as at the close of the date immediately preceding the Merger Date an amount equivalent to the per share dividend of BOT accrued on each share between 1st October, 1995 and 31st March, 1996 (gappei kofukin), without delay after MBL’s general meeting of shareholders at which the merger is reported.
8. The Agreement shall cease to have effect if the approval of the respective shareholders of BOT and MBL at the general meetings of shareholders or if the approvals of governmental authorities required by laws or ordinances are not obtained.”

**“THE BANK OF TOKYO AND MITSUBISHI BANK
TO MERGE CALIFORNIA SUBSIDIARIES**

The Bank of Tokyo, Ltd. (BOT) and The Mitsubishi Bank, Limited (MBL), today, announced they have reached a basic understanding concerning the merger of their respective subsidiary banks in California, Union Bank and The Bank of California. BOT and MBL said the purpose of the merger is to create a premier new bank in accordance with the principles of the BOT-MBL merger and by combining the resources and the strengths of Union Bank and The Bank of California.

1. Name of the New Bank

The name of the new combined bank will be Union Bank of California.

2. Date of Merger

The merger will be finalized after obtaining review and approval from the board of directors and shareholders of the two subsidiary banks and necessary bank regulatory authorities approvals. The target date of merger is April 1, 1996.

3. Exchange Ratio of the Common Stock

To determine the exchange ratio of the common stock, it is expected that financial advisors will be consulted as to the value of the stock and, as appropriate, a fairness opinion will be obtained.

4. Head Office for the New Bank

Head Office for the new bank will be in San Francisco.

5. Management

Kanetaka Yoshida, currently director of BOT and Union bank's president and chief executive officer, will be the new institution's president and chief executive officer. Hiroo Nozawa, currently director of MBL and The Bank of California's chairman, president and chief executive officer, will be deputy chairman and chief operating officer.

6. Union/BankCal Subcommittee

A subcommittee of the BOT-MBL Merger Committee, which is guiding the merger of the parents, has been formed to review details of the merger and to make recommendations. The Union/BankCal subcommittee chairmen and vice chairmen are as follows:

BOT Chairman	Kenji Yoshizawa
	BOT Deputy President
BOT Vice Chairman	Kanetaka Yoshida
	President & CEO, Union Bank
MBL Chairman	Satoshi Kishi
	MBL Deputy President
MBL Vice Chairman	Hiroo Nozawa
	Chairman, President & CEO, The Bank of California

With a spirit of co-operation and teamwork, this subcommittee will address a number of issues including the make-up of the board of directors of the new bank; the selection of senior management; and the organisational, legal and regulatory structure of the new bank."

Except as disclosed herein, there has been no significant change and no significant new matter has arisen since 24th November, 1994.

Each of the Issuers accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Issuers (each having taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

Copies of this document, which comprises supplementary listing particulars with regard to the Programme in accordance with Part IV of the Financial Services Act 1986, have been delivered for registration to the Registrar of Companies in England and Wales as required by section 149 of such Act.

Copies of the listing particulars dated 24th November, 1994, the supplementary listing particulars dated 23rd May, 1995, together with those documents referred to in "General Information" as set out in the listing particulars dated 24th November, 1994 will be registered by the Registrar of Companies in Hong Kong pursuant to Section 38D of the Companies Ordinance of Hong Kong (Cap.32). Neither the Registrar of Companies nor the Securities and Futures Commission in Hong Kong take any responsibility as to the contents of these supplementary listing particulars.

A copy of this document may be inspected at the respective registered offices of MFIL, MBE, MBEFIN, MBD, MFHK and the Guarantor and from the specified office of the Agent for the time being in London, in each case during usual business hours on any weekday (Saturdays and public holidays excepted) whilst any Note is outstanding and throughout the life of the Programme.