

Company number
1698498



THE COMPANIES ACT 1985

A PUBLIC COMPANY LIMITED BY SHARES

Resolution

of

mitsubishi finance international plc
(passed on 18th March, 1996)

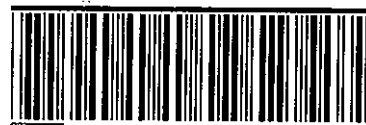
At an extraordinary general meeting of the Company duly convened and held at 6 Broadgate, London EC2M 2AA on 18th March, 1996 the following resolution was duly passed as a special resolution of the Company:

SPECIAL RESOLUTION

THAT:

- (1) the name of the Company be changed to "Tokyo-Mitsubishi International plc" with effect from 1st April, 1996;
- (2) the authorised share capital of the Company be increased from £200,000,000 to £300,000,000 by the creation of 100,000,000 ordinary shares of £1 each ranking in all respects pari passu as one class of shares with the existing ordinary shares in the capital of the Company;
- (3) the regulations set out in the printed document marked "A" attached to this resolution be adopted as the articles of association of the Company in substitution for all existing articles of the Company; and
- (4) the Directors be authorised to enter into such agreements on behalf of the Company as they consider necessary for the purpose of effecting the mergers of the Company with Bank of Tokyo Capital Markets Limited and the Company's asset management business with BOT Asset Management (UK) Limited.

Chairman



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COMPANIES HOUSE 01/04/96