

1692498

## SUPPLEMENTARY OFFERING CIRCULAR

**Tokyo-Mitsubishi International plc***(Incorporated with limited liability in England)***U.S.\$4,000,000,000****Euro Medium Term Note Programme**

*This Supplementary Offering Circular is prepared in connection with the Euro Medium Term Note Programme (the "Programme") whereby Tokyo-Mitsubishi International plc (the "Issuer") may from time to time issue in one or more Tranches (as defined on page 22 of the Offering Circular (as defined below)) notes in bearer form ("Bearer Notes") or registered form ("Registered Notes") (together, the "Notes") denominated in any currency (including euro) agreed by the Issuer and the relevant Dealer(s) (as defined below).*

*The Notes will not be guaranteed by The Bank of Tokyo-Mitsubishi, Ltd. (the "Parent"). The Issuer will have the benefit of a Keep Well Agreement (the "Keep Well Agreement") between the Parent and the Issuer, as more fully described herein under "Relationship of the Issuer with the Parent".*

*This Supplementary Offering Circular (which comprises Supplementary Listing Particulars) is supplemental to the Offering Circular (which comprises Listing Particulars) dated 15th August, 2002 (the "Offering Circular") prepared in connection with the Programme and should be read in conjunction with the Offering Circular. Terms defined in the Offering Circular have the same meanings when used in this Supplementary Offering Circular. References in the Offering Circular to "Offering Circular" shall be deemed to include references to this Supplementary Offering Circular. The Offering Circular is qualified in its entirety by any changes made in this Supplementary Offering Circular.*

*The Notes will be issued on a continuing basis to one or more of the Dealers specified on page 8 of the Offering Circular and any additional Dealer appointed under the Programme from time to time, which appointment may be for a specific issue or on an ongoing basis (each a "Dealer" and together the "Dealers").*

*This Supplementary Offering Circular has been approved by the Financial Services Authority in its capacity as competent authority under the Financial Services and Markets Act 2000 (the "UK Listing Authority") for Notes issued under the Programme during the period of twelve months from the date of this Offering Circular to be admitted to the official list of the UK Listing Authority (the "Official List") and to the London Stock Exchange plc (the "London Stock Exchange") for such Notes to be admitted to trading on the London Stock Exchange's market for listed securities. Admission to the Official List together with admission to the London Stock Exchange's market for listed securities constitute official listing on the London Stock Exchange. Copies of this Supplementary Offering Circular have been delivered for registration to the Registrar of Companies in England and Wales.*

*Arranger***Tokyo-Mitsubishi International plc***Dealers*

ABN AMRO

Citigroup

Deutsche Bank

Goldman Sachs International

Merrill Lynch International

Tokyo-Mitsubishi International (HK) Limited

UBS Warburg

BNP PARIBAS

Credit Suisse First Boston

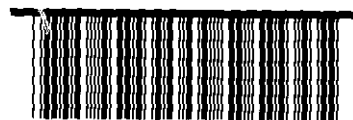
Dexia Capital Markets

Lehman Brothers

Morgan Stanley

Tokyo-Mitsubishi International plc

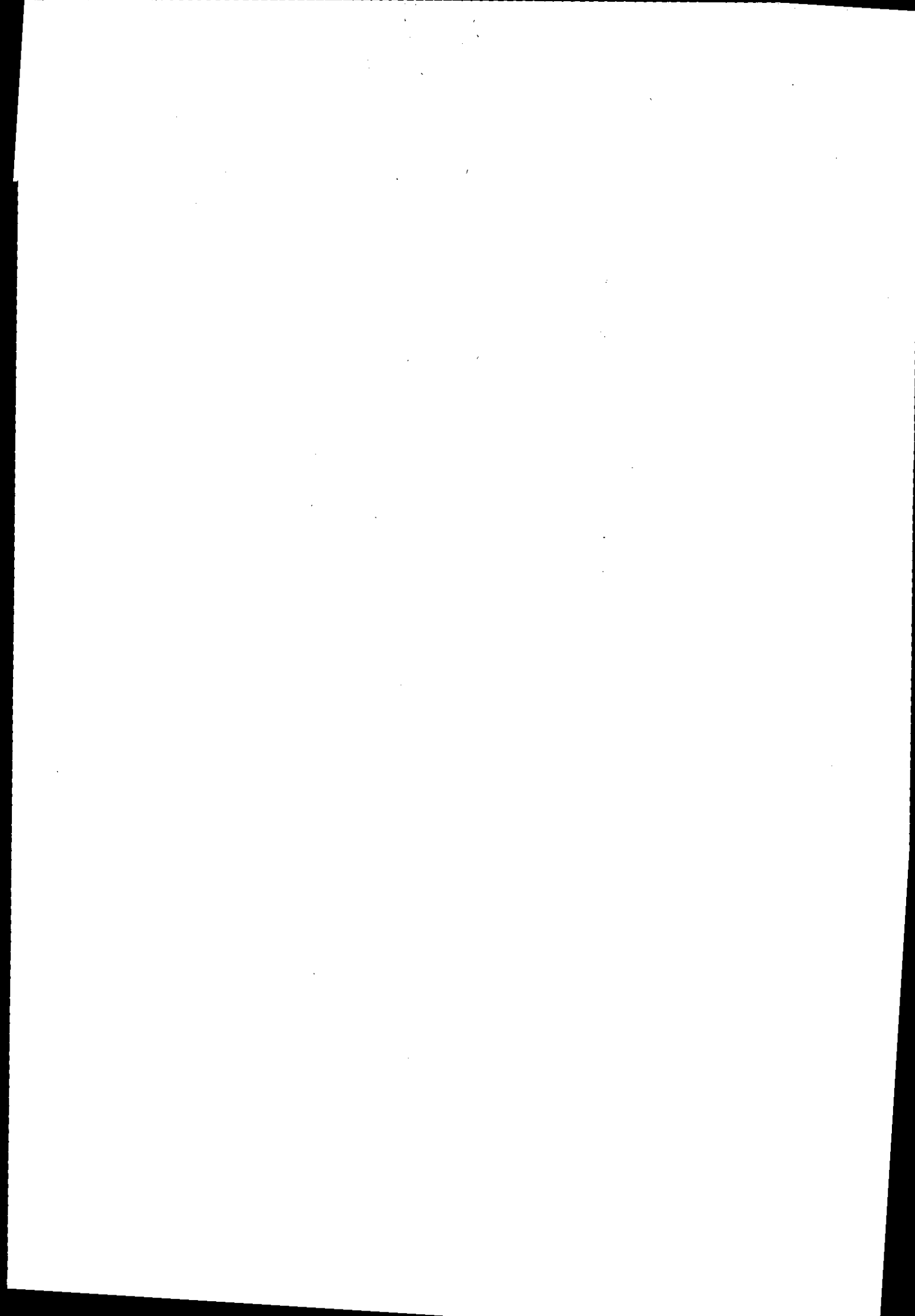
10th June, 2003

EDX  
COMPANIES HOUSE

\*ENOY001\*

0271

10 16103



This Supplementary Offering Circular comprises listing particulars in relation to the Issuer given in compliance with the listing rules made under section 74 of the Financial Services and Markets Act 2000 (the "FSMA") by the UK Listing Authority for the purpose of giving information with regard to the Issuer and the Notes. Accordingly, the Issuer accepts responsibility for the information contained in its listing particulars.

To the best of the knowledge and belief of the Issuer (which has taken all reasonable care to ensure that such is the case), the information contained in its listing particulars is in accordance with the facts and does not omit anything likely to affect the import of such information.

Any reference in this document to listing particulars means this document excluding all information incorporated by reference. The Issuer has confirmed that any information incorporated by reference, including any such information to which readers of this document are expressly referred, has not been and does not need to be included in the listing particulars to satisfy the requirements of the FSMA or the Listing Rules. The Issuer believes that none of the information incorporated herein by reference conflicts in any material respect with the information included in the listing particulars.

This Supplementary Offering Circular is to be read in conjunction with all documents which are deemed to be incorporated herein by reference (see "Documents Incorporated by Reference" on page 6 of the Offering Circular) provided, however, that such incorporated documents do not form part of the Listing Particulars. This Supplementary Offering Circular shall, save as specified herein, be read and construed on the basis that such documents are so incorporated and form part of this Supplementary Offering Circular but not part of the Listing Particulars.

Neither the Dealers nor The Law Debenture Trust Corporation p.l.c. (the "Trustee") have separately verified the information contained herein. Accordingly, no representation, warranty or undertaking, express or implied, is made and no responsibility is accepted by the Dealers or the Trustee as to the accuracy or completeness of the information contained in this Supplementary Offering Circular or any other information provided by the Issuer. Neither the Dealers nor the Trustee accept any liability in relation to the information contained in this Supplementary Offering Circular (save for information supplied in writing by the Dealers) or any other information provided by the Issuer in connection with the Programme.

No person is or has been authorised by the Issuer, any Dealer or the Trustee to give any information or to make any representation not contained in or not consistent with this Supplementary Offering Circular or any other information supplied in connection with the Programme and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer or any of the Dealers or the Trustee.

Neither this Supplementary Offering Circular nor any other information supplied in connection with the Programme (i) is intended to provide the basis of any credit or other evaluation or (ii) should be considered as a recommendation by the Issuer or any of the Dealers or the Trustee that any recipient of this Supplementary Offering Circular or any other information supplied in connection with the Programme should purchase any Notes. Each investor contemplating purchasing any Notes should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the Issuer and/or the Parent. Neither this Supplementary Offering Circular nor any other information supplied in connection with the Programme constitutes an offer or invitation by or on behalf of the Issuer or any of the Dealers to any person to subscribe for or to purchase any Notes.

The delivery of this Supplementary Offering Circular does not at any time imply that the information contained herein concerning the Issuer is correct at any time subsequent to the date hereof or that there has been no adverse change in the financial position of the Issuer since the date of this Supplementary Offering Circular or that any other information supplied in connection with the Programme is correct as of any time subsequent to the date indicated in the document containing the same. The Dealers and the Trustee expressly do not undertake to review the financial condition or affairs of the Issuer during the life of the Programme. Investors should review, inter alia, the most recent non-consolidated or consolidated financial statements, if any, of the Issuer and/or the Parent when deciding whether or not to purchase any Notes.

Save as disclosed, there has been no significant change and no significant new matter has arisen since publication of the Offering Circular on 15th August, 2002. There has been no significant change in the financial or trading position of the Issuer since publication of the Offering Circular on 15th August, 2002.

The distribution of this Supplementary Offering Circular and the offer or sale of the Notes may be restricted by law in certain jurisdictions. The Issuer, the Dealers and the Trustee do not represent that this Supplementary Offering Circular may be lawfully distributed, or that the Notes may be lawfully offered, in compliance with any applicable registration or other requirements in any such jurisdiction, or pursuant to an exemption available thereunder, or assume any responsibility for facilitating any such distribution or offering. In particular, no action has been taken by the Issuer, the Dealers or the Trustee (save for the approval of this Supplementary Offering Circular as listing particulars by the UK Listing Authority and delivery of copies of this Offering Circular to the Registrar of Companies in England and Wales as required by section 83 of the FSMA) which would permit a public offering of the Notes or distribution of this Supplementary Offering Circular in any jurisdiction where action for that purpose is required. Accordingly, the Notes may not be offered or sold, directly or indirectly, and neither this Supplementary Offering Circular nor any advertisement or other offering material may be distributed or published in any jurisdiction, except under circumstances that will result in compliance with any applicable laws and regulations, and the Dealers have represented that all offers and sales by them will be made in compliance with applicable laws and regulations. Persons into whose possession this Supplementary Offering Circular or any Notes come must inform themselves about, and observe, any such restrictions. In particular, there are restrictions on the distribution of this Supplementary Offering Circular and the offer or sale of Notes in the United States, the United Kingdom, Japan, Germany and Hong Kong (see "Subscription and Sale and Transfer Restrictions" on pages 74 to 78 of the Offering Circular).

The Notes have not been and will not be registered under the Securities Act or with any securities regulatory authority of any State or other jurisdiction of the United States and are subject to U.S. tax law requirements. The Notes may not be offered, sold or delivered within the United States or to U.S. persons except to QIBs in accordance with Rule 144A under the Securities Act, or to Institutional Accredited Investors pursuant to an exemption from the registration requirements of the Securities Act (see "Subscription and Sale and Transfer Restrictions" on pages 74 to 78 of the Offering Circular).

Prospective purchasers are hereby notified that sellers of Notes may be relying on the exemption from the provisions of Section 5 of the Securities Act provided by Rule 144A under the Securities Act. To permit compliance with Rule 144A under the Securities Act in connection with resales of the Notes, the Issuer will furnish upon the request of a holder or beneficial owner of a Note and a prospective purchaser designated by such holder or beneficial owner the information required to be delivered under Rule 144A(d)(4) under the Securities Act if at the time of such request the Issuer is neither a reporting company under Section 13 or Section 15(d) of the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act"), nor exempt from reporting pursuant to Rule 12g3-2(b) thereunder. The Issuer is not currently a reporting company under the Exchange Act.

**NOTICE TO NEW HAMPSHIRE RESIDENTS: NEITHER THE FACT THAT A REGISTRATION STATEMENT OR AN APPLICATION FOR A LICENSE HAS BEEN FILED UNDER CHAPTER 421-B OF THE NEW HAMPSHIRE REVISED STATUTES WITH THE STATE OF NEW HAMPSHIRE NOR THE FACT THAT A SECURITY IS EFFECTIVELY REGISTERED OR A PERSON IS LICENSED IN THE STATE OF NEW HAMPSHIRE CONSTITUTES A FINDING BY THE SECRETARY OF STATE THAT ANY DOCUMENT FILED UNDER CHAPTER 421-B IS TRUE, COMPLETE AND NOT MISLEADING. NEITHER ANY SUCH FACT NOR THE FACT THAT AN EXEMPTION OR EXCEPTION IS AVAILABLE FOR A SECURITY OR A TRANSACTION MEANS THAT THE SECRETARY OF STATE HAS PASSED IN ANY WAY UPON THE MERITS OR QUALIFICATIONS OF, OR RECOMMENDED OR GIVEN APPROVAL TO, ANY PERSON, SECURITY OR TRANSACTION. IT IS UNLAWFUL TO MAKE, OR CAUSE TO BE MADE, TO ANY PROSPECTIVE PURCHASER, CUSTOMER OR CLIENT ANY REPRESENTATION INCONSISTENT WITH THE PROVISIONS OF THIS PARAGRAPH.**

#### **IMPORTANT**

If you are in any doubt about this Supplementary Offering Circular you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

## **MODIFICATION TO OFFERING CIRCULAR**

The Offering Circular is hereby modified by the deletion of all references to Tokyo-Mitsubishi International (HK) Limited in its capacity as an issuer. All references to "Issuers" shall be deemed to be references to the "Issuer" and all references to "each Issuer" and the "relevant Issuer" and other analogous phrases shall be deemed to be references to the "Issuer" and refer only to Tokyo-Mitsubishi International plc in its capacity as Issuer. References to "TMIHK" in its capacity as an issuer shall be deemed to be deleted. For the avoidance of doubt, Tokyo-Mitsubishi International (HK) Limited shall remain a dealer on the Programme.

Pages 51 and 52 ("Tokyo-Mitsubishi International (HK) Limited") shall be deemed to be deleted.

**REGISTERED AND HEAD OFFICES OF  
THE ISSUER**

**Tokyo-Mitsubishi International plc,**  
6 Broadgate,  
London EC2M 2AA,  
England.

**THE PARENT**

**The Bank of Tokyo-Mitsubishi, Ltd.,**  
7-1, Marunouchi 2-chome,  
Chiyoda-ku,  
Tokyo 100-8388,  
Japan.

**TRUSTEE**

**The Law Debenture Trust  
Corporation p.l.c.,**  
Fifth Floor,  
100 Wood Street,  
London EC2V 7EX,  
England.

**AGENT**

**JPMorgan Chase Bank,**  
Trinity Tower,  
9 Thomas More Street,  
London E1W 1YT,  
England.

**PAYING AGENTS AND TRANSFER AGENTS**

**J.P. Morgan Bank Luxembourg  
S.A.,**  
5 Rue Plaetis,  
L-2338 Luxembourg-Grund.

**The Bank of Tokyo-Mitsubishi, Ltd.,**  
London Branch,  
Finsbury Circus House,  
12-15 Finsbury Circus,  
London EC2M 7BT,  
England.

**REGISTRAR AND EXCHANGE AGENT**

**JPMorgan Chase Bank,**  
450 West 33rd Street,  
15th Floor,  
New York,  
NY10001-2697,  
United States of America.

**REGISTRAR**

**Tokyo-Mitsubishi International plc,**  
6 Broadgate,  
London EC2M 2AA,  
England.

**LEGAL ADVISERS**

*To the Parent and the Issuer  
as to U.S. law*

**Paul, Weiss, Rifkind, Wharton & Garrison,**  
Fukoku Seimei Building,  
2-2, Uchisaiwaicho 2-chome,  
Chiyoda-ku, Tokyo 106,  
Japan.

*To the Parent  
as to Japanese law*

**Hamada & Matsumoto,**  
Kasumigaseki Building, 25th Floor,  
2-5, Kasumigaseki 3-chome,  
Chiyoda-ku,  
Tokyo 100-6025,  
Japan.

*To the Issuer,  
the Dealers and the Trustee  
as to English law*

**Allen & Overy,**  
One New Change,  
London EC4M 9QQ,  
England.

## DEALERS

**ABN AMRO Bank N.V.,**  
250 Bishopsgate,  
London EC2M 4AA,  
England.

**Citigroup Global Markets  
Limited,**  
Citigroup Centre,  
Canada Square,  
Canary Wharf,  
London E14 5LB,  
England.

**Deutsche Bank AG London,**  
Winchester House,  
1 Great Winchester Street,  
London EC2N 2DB,  
England.

**Goldman Sachs International,**  
Peterborough Court,  
133 Fleet Street,  
London EC4A 2BB,  
England.

**Merrill Lynch International,**  
Merrill Lynch Financial Centre  
2 King Edward Street  
London EC1A 1HQ  
England.

**Tokyo-Mitsubishi International  
(HK) Limited,**  
16th Floor, Tower 1, Admiralty  
Centre,  
18 Harcourt Road,  
Central,  
Hong Kong.

**UBS Limited,**  
1 Finsbury Avenue,  
London EC2M 2PP,  
England.

**BNP Paribas,**  
10 Harewood Avenue,  
London NW1 6AA,  
England.

**Credit Suisse First Boston (Europe)  
Limited,**  
One Cabot Square,  
London E14 4QJ,  
England.

**Dexia Banque Internationale à  
Luxembourg, société anonyme,**  
69, route d'Esch,  
L-1470 Luxembourg.

**Lehman Brothers International  
(Europe),**  
One Broadgate,  
London EC2M 7HA,  
England.

**Morgan Stanley & Co. International  
Limited,**  
25 Cabot Square,  
Canary Wharf,  
London E14 4QA,  
England.

**Tokyo-Mitsubishi International plc,**  
6 Broadgate,  
London EC2M 2AA,  
England.

## INDEPENDENT PUBLIC ACCOUNTANTS

*To Tokyo-Mitsubishi International  
plc*  
**KPMG LLP,**  
8 Salisbury Square,  
London EC4Y 8BB,  
England.

*To the Parent*  
**Deloitte Touche Tohmatsu (acting  
through Tohmatsu & Co.,  
a member firm of Deloitte Touche  
Tohmatsu),**  
MS Shibaura Building,  
13-23, Shibaura 4-chome,  
Minato-ku,  
Tokyo 108-8530,  
Japan.

**AUTHORISED ADVISER**  
**Tokyo-Mitsubishi International plc,**  
6 Broadgate,  
London EC2M 2AA,  
England.