

THE COMPANIES ACTS 1948 AND 1981  
AND THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

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**RESOLUTIONS**

of

**MITSUBISHI FINANCE  
INTERNATIONAL PLC**

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At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company duly convened and held on Tuesday, the 23rd day of March, 1993 the following Resolutions were duly passed as Special Resolutions:-

1. "That the Memorandum of Association of the Company be altered as follows:-
  - 1) To replace the present first paragraph of paragraph 4 (i.e. the words "The objects for which the Company is established are:-") with the following:
    - "4. (A) The object of the Company is to carry on business as a general commercial company,
    - (B) Without prejudice to the generality of the object and the powers of the Company derived from Section 3A of the Act the Company has power to do all or any of the following things:-"
  - 2) To insert a new sub-paragraph 4(B)(3) after the existing sub-paragraph 4(2) as follows:
    - "(3) To undertake, subject to such terms and conditions as may be thought fit by the Board of Directors, interest rate and currency swaps, options, swap option contracts, futures and forward contracts or other financial instruments including hedging agreements and other derivative products of any kind, all or any of which may be on a fixed and/or floating rate basis."

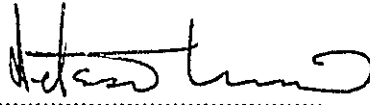
and to re-number the existing sub-paragraphs 4(3) - 4(37) as new sub-paragraphs 4(B)(4) - 4(B)(38) accordingly."



2. "That the Articles of Association of the Company be amended as follows:-

The following paragraph 11 be adopted in place of the existing paragraph 11:-

- "11. Regulation 66 of Table A shall not apply to the extent that it shall not be required that notice be given to non-executive directors and alternate directors of meetings of directors or meetings of committees of directors if such notice refers to a meeting relating to the ordinary activities of the Company."



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S. Uno  
Chairman of the Meeting