

NUMBER OF COMPANY 1698498

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ORDINARY RESOLUTION

OF

MITSUBISHI FINANCE INTERNATIONAL plc

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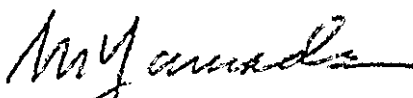
Passed 15th February 1991

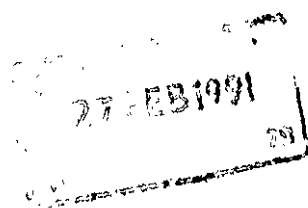
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At an Extraordinary General Meeting of the above-named Company, duly convened and held at 6 Broadgate, London, EC2 on Friday 15th February 1991, the subjoined Ordinary Resolution was duly passed.

RESOLUTION

That the authorised share capital of the Company be increased from £100,000,000 to £200,000,000 by the creation of 100,000,000 Ordinary £1 shares ranking in all respects pari passu with the existing 100,000,000 ordinary shares of £1 each.


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Chairman



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At an Extraordinary General Meeting of the above-named Company, duly convened and held at 6 Broadgate, London, EC2 on Friday 15th February 1991, the subjoined Ordinary Resolution was duly passed.

RESOLUTION

That the Directors be and are hereby unconditionally authorised for the purposes of Section 80 Companies Act 1985 to allot relevant securities up to the amount of the authorised share capital of the Company (£200,000,000) at any time or times during the period of five years from the date of this resolution and, subject to the Directors being authorised to allot relevant securities under Section 80 of the said Act, that the Directors be authorised to allot equity securities (as defined for the purposes of Section 95 of the said Act) as if Section 89(1) of the said Act did not apply to any such allotment.




Chairman