

THE COMPANIES ACTS 1948 TO 1981
and
THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION
OF
CITIBANK INVESTMENTS LIMITED

Passed 31 October 2000

At the **ANNUAL GENERAL MEETING** of the Company duly convened and held at Cottons Centre, Hays Lane, London SE1 2QT on Tuesday 31 October 2000 the following Resolution was duly passed as an **ORDINARY RESOLUTION** of the Company, namely:

RESOLUTION

" that the Directors for the time being and from time to time be, and are hereby, authorised, pursuant to Section 80 Companies Act 1985 (as amended) and until the conclusion of the next general meeting at which Accounts are laid before the Company (ie for a period which shall not exceed fifteen months from the date hereof), to issue all or any of the total unissued balance of the Company's authorised share capital (comprising, at the date hereof, 492,534,502 Ordinary shares of £1.00 each numbered 507,465,499 to 1,000,000,000 inclusive and 557,418,919 6.5 per cent Fixed Rate Cumulative Redeemable Preference shares of £1.00 each numbered 42,581,082 to 600,000,000 inclusive) at such time(s) and at such price(s), or for such consideration(s), and of such class(es) as they in their absolute discretion may deem appropriate; save only that no such shares shall be issued at a discount. "


John S Mitchell-Hewson
Secretary.

