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Company No. 1950021

COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

KLEINWORT BENSON LEASING MARCH (2) LIMITED

ORDINARY RESOLUTIONS

At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened and held on Thursday, 21st May 1998, the following resolutions were passed as ordinary resolutions:-

ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be and is hereby increased to £1,610,000 by the creation of 1,600,000 ordinary shares of £1 each.
2. THAT the directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities within the meaning of Section 80 of the Companies Act 1985 up to a maximum amount of 1,600,000, being the amount of the authorised share capital of the Company unallotted at the date of this Resolution and such authority (unless previously revoked or renewed) shall expire five years after the date of this Resolution but shall allow the directors so to allot relevant securities after such expiry pursuant to an offer or agreement made by the Company before such expiry.

M. A. A. A.



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