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THE COMPANIES ACTS 1985 AND 2006

PUBLIC COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
MITSUBISHI CORPORATION INTERNATIONAL (EUROPE) PLC

(As altered by Resolutions passed on 11th March 1988, 28th October 1992, 15th March 1994, 27th March 1995, 13th March 2009, 29 January 2010 and 2 July 2010)

PRELIMINARY

1 The marginal notes hereto shall not affect the construction hereof, and in these Articles unless there be something in the subject or context inconsistent therewith -

"The Acts" means the Companies Act 1985 and the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force

"These Articles" means these Articles of Association or other articles of association of the Company from time to time in force

"Director" means a director for the time being of the Company

"The Holder" in relation to shares means the Member whose name is entered in the Register of Members as the holder of the shares

"The Office" means the registered office for the time being of the Company

"The Seal" means the Common Seal of the Company, and includes the official seal (if any) kept by the Company by virtue of Section 40 of the Companies Act 1985

"Secretary" means the Secretary of the Company and includes an assistant or deputy secretary, and any person appointed by the Directors to perform the duties of the Secretary

Expressions referring to writing shall be construed as including references to printing lithography, photography, and other modes of representing or reproducing words in a visible form

Words and expressions defined in the Acts shall, unless the context otherwise requires, have the same meanings in these Articles

2 None of the regulations contained in Table "A" in the Schedule to the Companies (Tables A to F) Regulations 1985 (or any amendments thereto) or the model articles for public companies shall apply to the Company except so far as embodied in any of the following Articles, which shall be the regulations for the management of the Company

LIABILITY OF MEMBERS

3 The liability of the Members of the Company is limited to the amount, if any, unpaid on the Shares held by them

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CHANGE OF NAME

4 Subject to the provisions of the Companies Act 2006, the Directors may by resolution change the name of the Company

5

(A) The Directors shall have unconditional authority to allot, grant options over, offer or otherwise deal with or dispose of any relevant securities or other shares of the Company to such persons, at such times and generally on such terms and conditions as the Directors may determine The authority hereby conferred shall, subject to Section 80(7) of the Companies Act 1985, be for a period expiring on the First day of January 1993 unless renewed, varied or revoked by the Company in the General Meeting

(B) The Directors shall be entitled under the authority conferred by sub-paragraph (A) of this Article or under any renewal thereof to make at any time prior to the expiry of such authority any offer or agreement which would or might require relevant securities of the Company to be allotted after the expiry of such authority

6 So long as the Directors are generally authorised to exercise all or any of the powers of the Company to allot relevant securities, they may allot equity securities as if the pre-emption rights of existing shareholders relating thereto set out in Section 89(1) of the Companies Act 1985 did not apply to such allotment in accordance with Section 95(1) of the same Act

7 Subject to the provisions of the Acts and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or such restrictions as the Company may by Ordinary Resolution determine

8 Subject to the provisions of the Acts, the Company may issue shares which are to be redeemed or are to be liable to be redeemed at the option of the Company or the Holder on such terms and in such manner as may be provided by the Articles

9 In addition to all other powers of paying commission, the Company may exercise the powers of paying commissions conferred by the Acts Subject to the provisions of the Acts, any such commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one way and partly in the other

10 Except as required by law, no person shall be recognised by the Company as holding any share upon any trust and (except only as by these Articles or by law otherwise provided) the Company shall not be bound or recognised any interest in any share except an absolute right to the entirety thereof in the Holder

VARIATION OF RIGHTS

11 Unless otherwise provided by the rights attached to any shares, those rights shall be deemed to be varied by the reduction of the capital paid up on those shares and by the allotment of further shares ranking in priority thereto for payment of a dividend or in respect of capital, but shall not be deemed to be varied by the creation or issue of further shares which do not confer on the Holders thereof voting rights more favourable than those conferred by such first mentioned shares and which rank pari passu therewith or subsequent thereto

SHARE CERTIFICATES

12 Every Member shall be entitled without payment to one certificate for all the shares of each class held by him (and, upon transferring a part of his holding of shares of any class, to a certificate for the balance of such holding) or several certificates each for one or more of his shares upon payment for every certificate after the first of such reasonable sum as the Directors may determine Every certificate shall be under the Seal and shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount or respective amounts paid up thereon But the Company shall not be bound to register more than four persons as the joint holders of any share (except in the case of the executors or trustees of a deceased member) not to issue more than one certificate for shares held jointly by several persons and delivery of a certificate for a share to one joint Holder shall be a sufficient delivery to all the Holders

13 If a share certificate is defaced, worn-out, lost or destroyed, it may be renewed without payment on such terms (if any) as to evidence and indemnity and payment of the expenses incurred by the Company in investigating evidence as the Directors may determine, and (in the case of defacement or wearing-out) on delivery up of the old certificates

LIEN

14 The Company shall have a first and paramount lien on every share (whether a fully paid share or not) for all moneys (whether presently payable or not) payable at a fixed time or called in respect of that share The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article The Company's lien on a share shall extend to all moneys payable thereon or in respect thereof

15 The Company may sell, in such manner as the Directors determine, any share on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, and is not paid within fourteen clear days after notice has been given to the holder of the share, or the person entitled to it in consequence of the death or bankruptcy of the holder, demanding payment and stating that if the notice is not complied with the share may be sold

16 To give effect to a sale the Directors may authorise some person to execute an instrument of transfer of the shares sold to, or in accordance with the directions of, the purchaser The transferee shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale

17 The net proceeds of the sale, after payment of the costs thereof, shall be applied in payment of so much of the amount for which the lien exists as is presently payable, and any residue, shall (upon surrender to the Company for cancellation of the Certificate for the shares sold and subject to a lien for any moneys not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale

CALLS ON SHARES AND FORFEITURE

18 Subject to the terms of allotment of any shares, the Directors may make calls upon the Members in respect of any moneys unpaid thereon (whether in respect of nominal value or premium) and each member shall (subject to receiving at least fourteen clear days' notice specifying when and where payment is to be made) pay to the Company as required by the notice the amount called on his shares A Call may be required to be paid by instalments A Call may before receipt by the Company of any sum due thereunder, be revoked in whole or in part and payment of a Call may in whole or in part be postponed A person upon whom a call is made shall remain liable for calls made upon him notwithstanding the subsequent transfer of the shares in respect whereof of the call was made

19 A Call shall be deemed to have been made at the time when the resolution of the Directors authorising the Call was passed

20 The joint holders of a share shall be jointly and severally liable to pay all Calls in respect therefore

21 If a Call remains unpaid after it has been due and payable, the person from whom the sum is due shall pay interest on the unpaid sum from the day it became due until it is paid at such ate as may be fixed by the terms of allotment of the share or if no rate is so fixed, at the appropriate rate (as defined by Section 107 of the Companies Act 1985) but the Directors may waive payment of the interest wholly or in part

22 Any sum which by or pursuant to the terms of the allotment of a share becomes due and payable on allotment or at any fixed date, whether in respect of nominal value or premium or as an instalment of a Call, shall for the purposes of these Articles be deemed to be a Call, and if it is not paid when due all the provisions of these Articles as to payment of interest and expenses, lien, forfeiture, sale or otherwise shall apply as if that sum had become due and payable by virtue of a Call

23 The Directors may, on the allotment of shares, differentiate between the allottees or Holders as to the amount of Calls to be paid and the times of payment

24 If a Call remains unpaid after it had become due and payable the Directors may give notice to the person from whom it is due requiring payment of the amount unpaid, together with any interest which may have accrued

25 The notice shall name a day (not earlier than fourteen clear days from the date the notice is given) on or before which and the place where payment required by the notice is to be made and shall state that if the notice is not complied with the shares in respect of which the Call was made will be liable to be forfeited

26 If the notice is not complied with, any share in respect of which it was given may, before the payment required by the notice has been made, be forfeited by a resolution of the Directors and the forfeiture shall include all dividends or other monies payable in respect of the forfeited shares and not paid before the forfeiture

27 Subject to the provisions of the Act, a forfeited share may be sold, re-allocated or otherwise disposed of on such terms and in such manner as the directors determine either to the person who was before the forfeiture the Holder, or to any other person, and at any time before a sale, re-allotment or other disposition the forfeiture may be cancelled on such terms as the Directors think fit Where for the purposes of its disposal a forfeited share is to be transferred to any person the Directors may authorise some person to execute an instrument of transfer of the share to that person

28 A person any of whose shares have been forfeited shall cease to be a Member in respect of them and shall surrender to the Company for cancellation the Certificate for the shares forfeited, but shall remain liable to the Company for all moneys which, at the date of forfeiture, were payable by him to the Company in respect of those shares, with interest at such rate as may be fixed by the terms of allotment of the share or in the notice of the Call or, if no rate is fixed, at the appropriate rate (as defined in Section 107 of the Companies Act 1985), from the date of forfeiture until payment, but the Directors may waive payment wholly or in part of enforce payment without any allowance for the value of the shares at the time of forfeiture or for any consideration received on their disposal

29 A statutory declaration by a Director of the Secretary that a share has been forfeited on a specified date, shall be conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share, and the declaration shall (subject to the execution of an instrument of transfer if necessary) constitute a good tile to the share, and the person to whom the share is

disposed of shall not be bound to see to the application of the consideration, if any, nor shall his title to the share be affected by any irregularity of invalidity in the proceedings in reference to the forfeiture or disposal of the share

TRANSFER OF SHARES

30 The instrument of transfer of a share may be in any usual form or in any other form which the Directors may approve and shall be executed by or on behalf of the transferor and, unless the share is fully paid, by or on behalf of the transferee

31 The Directors may, in their absolute discretion refuse to register the transfer or receipt the renunciation of a share, whether or not it is a fully paid share, but if they do so, they shall, within two months after the date on which the transfer or form of renunciation was lodged with the Company, send to the transferee or renouncee notice of the refusal, together with the reasons for the refusal The Board shall provide the transferee with such further information about the reasons for the refusal as the transferee may reasonably request

32 The Directors may also decline to recognise any instruction of transfer unless it -

(a) is duly stamped, is lodged at the Office or at such other place as the Directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer

(b) is in respect of only one class of share, and

(c) is in favour of not more than four transferees

33 The registration of transfers of shares or of any class of shares may be suspended at such times and for such periods (not exceeding thirty days in any year) as the Directors may determine

34 No fee shall be charged for the registration of any transfer, or other document relating to or affecting the title to any share

35 The Company shall be entitled to retain any instrument of transfer which is registered to or affecting the title to any share

TRANSMISSION OF SHARES

36 If a Member dies the survivor or survivors where the deceased was a Joint Holder, and the legal personal representatives of the deceased where he was a sole or only survivor of Joint Holders, shall be the only persons recognised by the Company as having any title to his interest, but nothing herein contained shall release the estate of a deceased Holder (whether sole or joint) from any liability in respect of any share which has been jointly held by him

37 A person becoming entitled to a share in consequence of the death or bankruptcy of a Member may, upon such evidence being produced as the Directors may properly require, elect either to become the Holding of the share or to have some person nominated by him registered as the transferee If he elects to become the Holder, he shall give notice to the Company that he so elects If he elects to have another person registered he shall execute an instrument of transfer of the shares to that person All the provisions of the Articles relating to the transfer of shares shall apply to the notice or instrument of transfer as if it were an instrument of transfer executed by the Member and the death or bankruptcy of the Member had not occurred

38 A person becoming entitled to a share by reason of the death or bankruptcy of a Member shall have the same rights to which he would be entitled if he were the Holder of the share, except that he shall not, before being registered as the Holder of the share, be entitled in respect of it to

receive notice or to attend or vote at any meeting of the Company or at any separate meeting of the Holders of any class of shares in the Company

CONVERSION OF SHARES INTO STOCK

39 The Company may by Ordinary Resolution convert any paid-up shares into stock, and reconvert any stock into paid-up shares of any denomination

40 A holder of stock may transfer it as if the shares from which the stock arose had not been converted, or as near thereto as circumstances admit, and the Directors may fix the minimum amount of stock transferable at any amount not exceeding the nominal amount of any share from which any part of the stock arose

41 A holder of stock shall have the same right as if he held the shares from which the stock arose, but no rights (except participation in the assets and profits of the Company) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that right

42 The Articles applicable to paid-up shares shall apply to stock, and the words "share" and "shareholder" therein shall include "stock" and "stockholder"

ALTERATION OF SHARE CAPITAL

43 The Company may by Ordinary Resolution -

(a) increase its share capital by new shares of such amount as the resolution prescribes,

(b) consolidate and divide all or any of its shares into shares of larger amount than its existing shares,

(c) subject to the provisions of the Act, sub-divide its shares, or any of them, into shares of smaller amount and the resolution may determine that, as between the shares resulting in sub-division, any of them may have any preference or advantage as compared with the others, and

(d) cancel shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled

44 Whenever as a result of a consolidation of shares any Members would become entitled to fractions of a share, the Directors may, on behalf of those Members sell the shares representing the fractions for the best price reasonably obtainable to any person (including, subject to the provisions of the Act, the Company) and distribute the proceeds of sale in due proportion among those Members and, the Directors may authorise some person to execute an instrument of transfer of the shares, to or in accordance with the directions of, the purchaser The transferee shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity in or invalidity of the proceedings in reference to the sale

45 Subject to the provisions of the Act, the Company may by Special Resolution reduce its share capital, any capital redemption reserve and any share premium account in any way The Company may also by Ordinary Resolution cancel any shares not taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled

46 Subject to the provisions of the Act, the Company may purchase its own shares (including any redeemable shares) and make a payment in respect of the redemption or purchase of its own shares out of distributable profits of the Company or the proceeds of a fresh issue of shares

GENERAL MEETINGS

47 The Board shall convene and the Company shall hold Annual General Meetings in accordance with the Acts

48 The Directors may call General Meetings If there are not within the United Kingdom sufficient Directors to form a quorum, any Director or any Member of the Company may call a General Meeting

NOTICE OF GENERAL MEETINGS

49 An Annual General Meeting shall be called by twenty-one clears days' notice All other General Meetings shall be called by not less than 14 days' clear notice The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given but a General Meeting may be called by shorter notice than that specified in this Article if it is so agreed by a majority in number of the Members having a right to attend and vote, being a majority together holding not less than 95 per cent in nominal value of the shares giving that right

The notice shall specify the time and place of the Meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the Meeting as such

Subject to the provisions of the Articles and to any restriction imposed on any shares, the notice shall be given to all the Members, to all the persons entitled to a share in consequence of the death or bankruptcy of a Member and auditors

50 The accidental omission to give notice of a Meeting to, or the non-receipt of notice of a Meeting by any person entitled to receive notice shall not invalidate the proceedings at that Meeting

PROCEEDINGS AT GENERAL MEETINGS

51 No business other than the appointment of the Chairman of the meeting shall be transacted at any Meeting unless a quorum is present when the Meeting proceeds to transact that business One qualifying person entitled to vote shall be a quorum

A qualifying person means

(i) an individual who is a member of the Company,

(ii) a person authorized to act as the representative of a corporation in relation to the meeting, or

(iii) a person appointed as proxy of a member in relation to the meeting

52 If such a quorum is not present within half an hour from the time appointed for the Meeting or if during a Meeting a quorum ceases to be present, the Meeting shall stand adjourned to the same day in the next week, at the same time and place or to such day and at such time and place as the Directors may determine If at the adjourned Meeting a quorum is not present within fifteen minutes from the time appointed for the Meeting, the Meeting shall be dissolved

53 The Chairman if any, of the Board of Directors or in his absence, some other Director nominated by the Directors shall preside as Chairman of the Meeting, but if neither the Chairman nor such other Director be present within fifteen minutes after the time appointed for holding the Meeting or if neither of them is willing to act, the Directors present shall elect one of their number to be Chairman and, if there is only one director present and willing to act, he shall be Chairman

54 If no Director is willing to act as Chairman, or if no Director is present within fifteen minutes after the time appointed for holding the Meeting, the Members present and entitled to vote shall choose one of their number to be Chairman

55 A Director shall, notwithstanding that he is not a Member, be entitled to attend and speak at any General Meeting and at any separate Meeting of the Holders of any class of shares in the Company

56 The Chairman may, with the consent of any Meeting at which a quorum is present (and shall if so directed by the Meeting) adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than business which might properly have been transacted at the Meeting had the adjournment not taken place It shall not be necessary to give any notice of an adjourned Meeting

57 A resolution put to the vote of the Meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded by the Chairman or by any Member present in person or by proxy and entitled to vote

Unless a poll is duly demanded a declaration by the Chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the Minutes of the Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution

The demand for a poll may, before the poll is taken, be withdrawn with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made

58 A poll shall be taken in such manner as the Chairman directs and he may appoint scrutineers (who need not be Members) and fix a place and time for declaring the result of the poll The result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded

59 In the case of equality of votes, whether on a show of hands or on a poll, the Chairman shall be entitled to a casting vote, whether or not he is otherwise entitled to vote

60 A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith A poll demanded on any other question shall be taken either forthwith or at such later time and as such place as the Chairman directs not being more than thirty days from the conclusion of the Meeting The demand for a poll shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which the poll was demanded If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the Meeting shall continue as if the demand had not been made

61 No notice need be given of a poll not taken forthwith if the time and place at which it is taken are announced at the Meeting at which it is demanded In any other case, seven clear days notice at the least shall be given specifying the place, the day and the time at which the poll is to be taken

62 A resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a General Meeting at which he was present shall be as effectual as it if had been passed at a General Meeting duly convened and held and may consist of several documents in the like form each signed by or on behalf of one or more Members If such a resolution in writing is described as a Special Resolution, it shall have the effect accordingly

VOTES OF MEMBERS

63 Subject to any rights or restrictions attached to any shares, on a show of hands every qualifying person (as defined in Article 51) who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative or proxy, not being himself a Member entitled to vote, shall have one vote, and on a poll every Member shall have one vote for every £1 00 in nominal value of the shares of which he is the Holder

64 In the case of Joint Holders the vote of the senior who tenders a vote whether in person, or by proxy, shall be accepted to the exclusion of the votes of the other Joint Holders, and seniority shall be determined by the order in which the names of the Holders stand in the Register of Members

65 A Member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, or on a show of hands, vote by proxy Evidence to the satisfaction of the Directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the Meeting or Adjourned Meeting at which the right to vote is to be executed and in default the right to vote shall not be exerciseable

66 No Member shall, unless the Directors otherwise determine, be entitled to vote at any General Meeting, either in person or by proxy, in respect of any share held by him unless all moneys presently payable by him in respect of that share have been paid

67 No objection shall be raised to the qualification of any voter except at the Meeting or adjourned Meeting at which the vote objected to is tendered, and every vote not disallowed at the Meeting shall be valid Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive

68 On a poll votes may be given either personally or by proxy, and a Member entitled to more than one vote need not, if he votes, use all the votes or cast all the votes he uses in the same way The instrument appointing a proxy shall be in writing in any usual form or in any other form which the Directors may approve and shall be executed by the appointor or by his agent authorised in writing, or if the appointor is a corporation, shall be either under its seal, or executed by an officer or agent so authorised A Member may appoint more than one proxy to attend on the same occasion in relation to a Meeting, provided that each proxy is entitled to exercise the rights attached to a different share or shares held by the Member Deposit of an instrument of proxy shall not preclude a Member from attending and voting at the Meeting or at any adjournment thereof

69 The instruments appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Directors may -

(a) be deposited at the office or such other place within the United Kingdom as is specified in the notice convening the Meeting or in any instrument of proxy sent out by the Company in relation to the Meeting not less than 48 hours before the time for holding the Meeting or Adjourned Meeting at which the person named in the instrument proposes to vote, or

(b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll, or

(c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the Meeting at which the poll was demanded to the Chairman or the Secretary or to any director,

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid

70 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the Meeting or the Adjourned Meeting at which the vote is given or the poll

demanded or (in the case of a poll taken otherwise than on the same day as the Meeting or Adjourned Meeting) the time appointed for taking the poll

NUMBER OF DIRECTORS

71 Unless otherwise determined by Ordinary Resolution of the Company the number of Directors (other than Alternate Directors) shall not be subject to any maximum but shall be not less than two

ALTERNATE DIRECTORS

72 Any Director (other than an alternate Director) may appoint any other Director, or any other person approved by resolution of the Directors and willing to act, to be an alternate Director and may remove from office an alternate Director so appointed by him

73 An alternate Director shall be entitled to receive notice of all meetings of Directors and of all meetings of committees of directors of which his appointor is a member, to attend and vote at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in his absence but shall not be entitled to receive any remuneration from the Company for his services as an alternate Director But it shall not be necessary to give notice of such a meeting to an alternative Director who is absent from the United Kingdom

74 An alternate Director shall cease to be an alternate Director if his appointor ceases to be a Director, but, if a Director retires but is re-appointed or deemed to have been re-appointed at the meeting at which he retires, any appointment of an alternative Director made by him which was in force immediately prior to his retirement shall continue after his re-appointment

75 Any appointment or removal of an alternate Director shall be by notice to the Company signed by the Directors making or revoking the appointment or in any other manner approved by the Directors

76 Save as otherwise provided in the Articles, an alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Director appointing him

BORROWING POWERS

77 The Directors may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking, property and uncalled capital and subject to Section 80 of the Companies Act 1985 to issue debentures, debenture stock and other securities as security for any debt, liability or obligation of the Company or of any third party

POWERS OF DIRECTORS

78 Subject to the provisions of the Act, the Articles and to any directions given by Special Resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company No alteration of the Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given The powers given by this Article shall not be limited by any special power given to the Directors by the Articles and a meeting of Directors at which a quorum is present may exercise all powers exerciseable by the Directors

79 The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers

DELEGATION OF DIRECTORS' POWERS

80 The Directors may delegate any of their powers to any committee consisting of one or more Directors They may also delegate to any Managing Director or any Director holding any other executive office such of their powers as they consider desirable to be exercised by him Any such delegate may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their powers and may be revoke or altered Subject to any such conditions, the proceedings of a committee with two or more Member shall be governed by the Articles regulating the proceedings of Directors so far as they are capable of applying

APPOINTMENT AND RETIREMENT OF DIRECTORS

81 No person other than a Director retiring at the Meeting shall be appointed or re-appointed a Director at any General Meeting unless -

(a) he is recommend by the Directors, or

(b) not less than three nor more than twenty-one clear days before the date appointed or the Meeting, notice executed by a Member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or re-appointed, be required to be included in the Company's Register of Directors together with notice executed by that person of his willingness to be appointed or re-appointed

82 The Company may by Ordinary Resolution appoint any person to be a Director either to fill a vacancy or as an additional Director provide the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors

83 The Directors may appoint any person to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors A Director so appointed shall hold office only until the next following Annual General Meeting, and if not then reappointed shall vacate office at the conclusion of the Meeting or upon the appointment at the Meeting of another person in his place

84 No person shall be or become incapable of being appointed a Director by reason only of his having attained the age of seventy or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person, and no Director shall vacate his office at any time by reason only of the fact that he has attained the age of seventy or any other age

85 The holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at General Meetings of the Company may at any time or from time to time by memorandum in writing signed by or on behalf of him or them and left at or sent to the Office remove any Director from office or appoint any person to be a Director Such removal or appointment shall (in the absence of contrary provision in the relevant memorandum) take effect forthwith upon delivery of the memorandum to the office or on the date specified therein

REMUNERATION OF DIRECTORS

86 The Directors shall be entitled to such remuneration as the Company may by Ordinary Resolution determine, and unless the Resolution provides otherwise, the remuneration shall be deemed to accrue from day to day

DIRECTORS' EXPENSES

87 The Directors shall be entitled to be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors or General Meetings or separate meetings of the Holders of any classes of shares or of debentures of the Company or otherwise in connection with the discharge of their duties

88 Subject to the provisions of the Acts, the Directors may appoint one or more of their number to the office of Managing Director or to any other executive office under the Company, and may enter into an agreement or arrangement with any Director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a Director Any such appointment ore agreement may be made upon such terms as the Directors determine and they may remunerate any such Director for his services as they think fit Any such appointment to an executive office shall determine if the holder ceases to be a Director but without prejudice to any claim to damages for breach of the contract of service between the Director and the Company

DIRECTORS' DECLARATION OF INTERESTS

89

(a) A Director who is in any way, whether directly or indirectly interested in a proposed transaction or arrangement with the Company shall declare the nature and extent of his interest to the other Directors before the Company enters into the transaction or arrangement in accordance with the Acts

(b) A Director who is in any way, whether directly or indirectly, interested in a transaction or arrangement that has been entered into by the Company shall declare the nature and extent of his interest to the other Directors as soon as reasonably practicable in accordance with the Acts, unless the interest has already been declared under Article 89(a)

(c) Subject, where applicable, to the disclosures required under Article 89(a) and 89(b), and to any terms and conditions imposed by the Directors in accordance with Article 90, a Director shall be entitled to vote in respect of any proposed or existing transaction or arrangement with the Company in which he is interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present

A Director need not declare his interest under Article 89(a) and (b) as the case may be

(i) if it cannot reasonably be regarded as likely to give rise to a conflict of interest,

(ii) if the Director is not aware of it, although for this purpose a Director is treated as being aware of matters of which he ought reasonably to be aware,

(iii) if, or to the extent that, the other directors are already aware of it, and for this purpose the Directors are treated as aware of anything of which they ought reasonably to be aware, or

(iv) if, or to the extent that, it concerns the terms of his service contract that have been, or are to be, considered at the board meeting

Following the declaration of a matter by a Director in accordance with this Article the Director will not infringe any duty he owes the Company by virtue of sections 171-177 of the Companies Act 2006 provided he acts in accordance with any terms imposed by the Directors in accordance with Article 90 and the Director shall not be accountable to the Company for any benefit which he derives from the transaction or arrangement and no contract shall be liable to be avoided on such grounds

DIRECTORS' CONFLICT OF INTERESTS

90 The Directors may authorise, to the fullest extent permitted by law

(i) any matter which would otherwise result in a Director infringing his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the interests of the Company and which may reasonably be regarded as likely to give rise to a conflict of interest (including a conflict of interest and duty or conflict of duties) (a "situational conflict"), and

(ii) a Director to accept or continue in any office, employment or position in addition to his office as a Director of the Company and without prejudice to the generality of paragraph (i) of this subarticle may authorise the manner in which a conflict of interest arising out of such office, employment or position may be dealt with, either before or at the time that such a conflict of interest arises,

Any authorisation under this Article 90 will only be effective if

(A) the Director shall have declared the nature and extent of his interest to the other Directors,

(B) the matter in question shall have been proposed by any Director for consideration at a meeting of Directors in the same way that any other matter may be proposed to the Directors under the provisions of these Articles or in such other manner as the Directors may determine,

(C) the Director in question and any other interested Director are not counted in the quorum at any board meeting at which such matter, or such office, employment or position, is approved, and

(D) the matter is agreed to without their voting or would have been agreed to if their votes had not been counted

In authorising a conflict the Directors may decide that if a Director has obtained any information through his involvement in the conflict otherwise than as a Director of the Company and in respect of which he owes a duty of confidentiality to another person the Director is under no obligation to

(a) disclose such information to the Directors or to any Director or other officer or employee of the company,

(b) use or apply any such information in performing his duties as a Director,

where to do so would amount to a breach of that confidence

Following authorisation of a matter by the Directors in accordance with this Article the Director will not infringe any duty he owes the Company by virtue of sections 171-177 of the Companies Act 2006 provided he acts in accordance with any terms imposed by the directors in relation to the conflict and the Director shall not be accountable to the Company for any benefit which he derives from that matter or that office, employment of position and no contract shall be liable to be avoided on such grounds

Notwithstanding any other provisions of these Articles, there will be no breach of any duty relating to conflicts of interest by a Director, in relation to a situational conflict, if the situational conflict in question arises from the Director in question having a duty in relation to, or having an interest as an employee, director, consultant, member or partner of an Affiliate For the purposes of the preceding sentence, "Affiliate" means, in relation to the Company

(i) a body corporate, partnership or other entity of any sort which Controls, is Controlled by, or is under common Control with, the Company, or

(ii) an investment fund, partnership or any other person the assets of which are under the management of the Company or any person falling within paragraph (1) of this definition,

and "Control" and "Controlled" shall be determined by reference to the provisions of s 416 Income and Corporation Taxes Act 1988

DIRECTORS' GRATUITIES AND PENSIONS

91 The Directors may provide benefits, whether by the payment of gratuities or pensions by insurance or otherwise, for any Director who has held but no longer holds any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he cease to hold such office or employment) contribute to any fund and pay premiums for the purchase or provisions of any such benefit

DISQUALIFICATION AND REMOVAL OF DIRECTORS

92 The office of a Director shall be vacated if

(a) he ceases to be a Director by virtue of any provision of the Acts, or he becomes prohibited by law from being a Director, or

(b) he becomes bankrupt or makes any arrangement or composition with his creditor generally, or

(c) he is, or may be, suffering from mental disorder and either -

(i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Heath Act 1983 or, in Scotland, an application for admission under the Mental Heath (Scotland) Act 1984, or

(ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or the person to exercise powers with respect of his property or affairs, or

(d) not being a Director who has agreed to serve as a Director for a fixed term, he resigns his office by notice to the company, or

(e) he shall for more than six months have been absent without permission of the Directors from meetings of Directors held during that period and his Alternate Director (if any) shall not during such period have attended any such Meetings in his stead, and the Directors resolve that his office be vacated

PROCEEDINGS OF DIRECTORS

93 Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit A Director may, and the Secretary on the requisition of a Director shall, at any time call a Meeting of the Directors It shall not be necessary to give notice of a Meeting to any Director who is absent from the United Kingdom Questions arising at a meeting shall be decided by a majority of votes In case of an equality of votes, the Chairman shall have a second or casting vote A Director who is also an Alternate Director shall be entitled, in the absence of his appointor, to a separate vote on behalf of his appointor in addition to his own vote

94 The quorum for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed at any other number shall be two A person who holds office only as an alternate Director, shall, if his appointor is not present, be counted in the quorum

95 The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number, but if the number of Directors is less than the number fixed as the quorum the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a General Meeting

96 The Directors may appoint one of their number to be the Chairman of the Board of Directors and may at any time remove him from that office Unless he is unwilling to do so, the Director so appointed shall preside at every meeting of Directors at which his is present But if there is no Director holding that office, or if the Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the Meeting, the Directors present may appoint one of their number to be Chairman of the Meeting

97 All acts done by a Meeting of Directors, or of a Committee of Directors, or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director of that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and have been entitled to vote

98 A Resolution if writing, signed by all the Directors entitled to receive notice of a Meeting of Directors or of a Committee of the Directors, shall be as valid and effectual as if it has been passed at a Meeting of the Directors or (as the case may be) a Committee of Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors, but a resolution signed by an alternate Director need not also be signed by his appointor and, if it is signed by a Director who as appointed and alternate Director it need not be signed by the alternative Director in that capacity

99 A Director or his alternate may participate in a meeting of the board or a committee of the board through the medium of conference telephone or similar form of communication equipment, including electronic means if all persons participating in the meeting are able to hear and speak to each other throughout the meeting A person participating in this way is deemed to be present in person at the meeting and is counted in a quorum and entitled to vote at the meeting

100 Save as otherwise provided by the Articles, a Director shall not vote at any Meeting of Directors or any Committee of Directors on any Resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless his interest or duty arises only because the case falls within one or more of the following paragraphs -

(a) the Resolution relates to the giving to him of a guarantee, security or indemnity in respect of money lent or an obligation incurred by him for the benefit of the Company or any of its subsidiaries,

(b) the Resolution relates to the giving to a third party of any guarantee, security of indemnity in respect of an obligation of the Company or any of its subsidiaries for which the Director has assumed responsibility, in whole or part and whether alone or jointly with others, under a guarantee or indemnity or the giving of security,

(c) his interest arises by virtue of his subscribing or agreeing to subscribe for any shares, debentures or other securities of the Company or any of its subsidiaries or by virtue of his being, or intending to become, a participant in the underwriting or sub underwriting of an offer of shares, debentures or other securities by the Company or any of its subsidiaries or subscription, purchase or exchange,

(d) the Resolution relates in any way to a retirement benefit scheme which has been approved or is conditional upon approval by the Board of Inland Revenue for taxation purposes

For the purposes of this Article, an interest of a person who is, for any purpose of the Acts (excluding any statutory modification thereof not in force when this regulation becomes binding on the Company), connected with a Director shall be treated as an interest of the Director and, in relation to an alternate Director, an interest of his appointor shall be

treated as an interest of the alternate Director without prejudice to any interest which the alternate Director has otherwise

101 A Director shall not be counted in the quorum present at a Meeting in relation to a Resolution on which is not entitled to vote

102 The Company may by Ordinary Resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a Director from voting at a Meeting of Directors or of a Committee of Directors

103 Where proposals are under consideration concerning the appointment of two or more Directors to offices or employment with the Company or any body corporate in which the Company is interested, the proposals may be divided and considered in relation to each Director separately and (provided he is not for another reason precluded from voting) each of the Directors concerned shall be entitled to vote, and be counted in the quorum, in respect of each Resolution except that concerning his own appointment

104 If any questions arises at a Meeting of Directors or a Committee of Directors as to the right of a Director to vote, the question may, before the conclusion of the Meeting, be referred to the Chairman of the Meeting and his ruling in relation to any Director other than himself shall be final and conclusive

SECRETARY

105 Subject to the provisions of the Act, the Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they think fit, and any Secretary so appointed may be removed by them

MINUTES

106 The Directors shall cause Minutes to be made in books kept for the purpose -

(a) of all appointments of officers made by the Directors,

(b) of the names of the Directors present at each Meeting of the Directors and of any Committee of the Directors,

(c) of all proceedings of Meetings of the Company, of the holders of any class of shares in the Company, and of the Directors and of Committees of Directors

THE SEAL

107 The Seal shall only be used by the authority of the Directors or of a Committee of Directors authorised by the Directors The Directors may determine who shall sign any instrument to which the Seal is affixed, and unless otherwise so determined every such instrument shall be signed by a Director and by the Secretary or by at least two Directors or by one Director in the presence of a witness who attests the signature

DIVIDENDS

108 Subject to the provisions of the Acts, the Company may by ordinary resolution declare dividends in accordance with the respective rights of the members, but no dividend shall exceed the amount recommended by the Directors

109 Subject to the provisions of the Acts, the Directors may pay interim dividends if it appears to them that they are justified by the profits of the Company available for distribution

If the share capital is divided into different classes, the Directors may pay interim dividends on shares which confer deferred or non-preferred rights with regard to dividend as well as on shares

which confer preferential rights with regard to divided, but no interim divided shall be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear The Directors may also pay at intervals settled by them, any dividend payable at a fixed rate if they are of the opinion that the profits available for distribution justify the payment Provided that the Directors act in good faith, they shall not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on any shares having deferred or non-preferred rights

110 Except as otherwise provided by the rights attached to shares, all dividends shall be declared and paid according to the amounts paid up on the shares on which the dividend is paid Subject as aforesaid, all dividends shall be apportioned and paid proportionately to the amount paid up on the shares during any portion or portions at the period in respect of which the dividend is paid, but, if any share is issued on terms providing that it shall rank for dividend as from a particular date, that share shall rank for dividend accordingly

111 The Directors may deduct from a dividend or other monies payable to any member on or in respect of a Share any monies presently payable by him to the Company in respect of that share

112 Any General Meeting declaring a dividend may, upon the recommendation of the Directors, direct that it shall be satisfied wholly or partly by the distribution of assets Where any difficulty arrives in regard to such distribution, the Directors may settle the same, and in particular may issue fractional certificates and fix the value so fixed for the distribution of any assets and may determine that cash shall be paid to any member upon the footing of the value so fixed in order to adjust the rights of members and may vest any assets in trustees

113 Any dividend or other monies payable on or in respect of a share may be paid by cheque sent by post to the registered address of the person entitled, or if two or more persons are Holders of the share or are jointly entitled to it by reason of the death or bankruptcy of a Holder, to the registered address of that one of those persons who is first named in the Register of Members or to such person and to such address as the person or persons entitled may in writing direct Every such cheque shall be made payable to the order of the person to whom it is sent or to such other person as the person or persons entitled may in writing direct, and payment of the cheque shall be a good discharge to the Company Any joint Holder or other person jointly entitled to a share as aforesaid may give receipts for any dividend or other monies payable on or in respect of the share

114 No dividend or other monies payable in respect of a share shall bear interest against the Company unless otherwise provided by the rights attached to the share

115 Any dividend which has remained unclaimed for twelve years from the date when it became due for payment shall, if the Directors so resolve, be forfeited and cease to remain owning by the Company

ACCOUNTS

116 The accounting records of the Company shall be open to the inspection of any officer of the Company No Members shall (as such) have any right of inspecting any accounting records or other book of documents of the Company except as conferred by statute or authorised by the Directors or by Ordinary Resolution of the Company

CAPITALISATION OF PROFITS

117 The Directors may with the authority of an Ordinary Resolution of the Company -

(a) subject as hereinafter provided, resolve to capitalise any undivided profits of the Company not required for paying any preferential dividend (whether or not they are available for distribution) or any sum standing to the credit of the Company's share premium account or capital redemption reserve,

(b) appropriate the sum resolved to be capitalised to the Members who would have been entitled to it were distributed by way of dividend and in the same proportions and apply such sum on their behalf, either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by them respectively, or in paying up the full unissued shares or debentures of the Company of a nominal amount equal to such sum, and allot the shares or debentures credited as fully paid, to those members, or as they may direct, in those proportions or partly in one way and partly in the other, but the share premium account, the capital redemption reserve and any profits which are not available for distribution may, for the purpose of this Article, only be applied in paying up on unissued shares to be issued to Members credited as fully paid and provided that in the case where any sum is applied in paying amounts for the time being unpaid on any shares of the Company or in paying up in full debentures of the aggregate of the called up share capital of the Company and its undistributable reserves and would not be reduced below the aggregate by the payment thereof as shown in the latest audited accounts of the Company or such other accounts as may be relevant,

(c) resolve that any shares so allotted to any Member in respect of a holding by him of any partly paid shares shall, so long as such shares remain partly paid rank for divided only to the extent that such partly-paid shares rank for dividend,

(d) make such provisions by the issue of fractional certificates or by payment in case or otherwise as they determine in the case of shares or debentures becoming distributable under this Article in fractions

(e) authorise any person to enter on behalf of all the Members concerned into an agreement with the Company providing for the allotment to them respectively, credited as fully paid, of any shares or debentures to which they may be entitled upon such capitalisation (any agreement made under such authority being binding on all such Members), and

(f) generally do all acts and things required to give effect to the Resolution

118 Any notice to be given to or by any person pursuant to the Articles shall be in writing, except that a notice calling a meeting of the Directors need not be in writing

119 The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address In the case of joint holders of a share, all notices shall be given to the joint Holder whose name stands first in the Register of Members in respect of the joint holding and notice so given shall be sufficient notice to all the joint Holders Any Member whose registered address is not within the United Kingdom and who shall give to the Company an address within the United Kingdom at which notices may be given to him shall be entitled to have noticed given to him at that address, but otherwise no such Member, shall be entitled to receive any notice from the Company

120 A Member present, either in person or by proxy, at any Meeting of the Company shall be deemed to have received notice of the Meeting, and, where requisite, of the purposes for which it was called

121 Every person who becomes entitled to any share shall be bound by any notice in respect of that share which, before his name is entered in the Register of Members, has been given to the person from whom he derives his title to the share

122 Any notice sent to any Member by the Company by post, shall be deemed to have been given on the day following that on which the envelope containing it is posted, and in proving the giving of notice it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted

123 Any notice delivered or sent by post to the registered address of any Member in pursuance of these Articles shall, notwithstanding that such Member be then dead, bankrupt, mentally disordered or (being a corporation) in liquidation, and whether or not the Company has notice of the death, bankruptcy, mental disorder or liquidation, be deemed to have been given in respect of any share registered in the name of the Member as sole or joint Holder and such notice shall be deemed a sufficient notice to all persons interested (whether jointly with or as claiming through or under him) in the share

WINDING UP

124 If the Company is wound up, the liquidator may, with the sanction of an Special Resolution of the Company and any other sanction required by the Act, divide amongst the Members in specie the whole or any part of the assets of the Company and may, for that purpose set such value as he deems fair upon any assets and may determine how the division shall be carried out as between the Members of different classes of members The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the Members as he, with the like sanction, determines, but no Member shall be compelled to accept any assets upon which this is a liability

PROVISIONS FOR EMPLOYEES

125 The Company shall exercise the power conferred upon it by Section 719 of the Companies Act 1985 only with the prior sanction of a Special Resolution If at any time the capital of the Company is divided into different classes of shares, the exercise of such power as aforesaid shall be deemed to be a variation of the rights attached to each class of shares and shall accordingly require the prior consent in writing of the holders of three-fourths in nominal value of the issued shares of each class or the prior sanction of a Special Resolution passed at a separate Meeting of the Holders of the shares of each class duly convened and held

INDEMNITIES

126 The Company may

(a) indemnify any Director of the Company against any liability, and

(b) indemnify any Director of the Company that is a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006) for employees (or former employees) of the Company (or of an associated body corporate) against liability incurred in connection with the Company's activities as trustee of the scheme

This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Acts or by any other provision of law

NOTICES

127 Any notice to be given to or by any person pursuant to these Articles shall be in writing or given using electronic communication A document is validly sent to the Company if it is sent in electronic form in accordance with Schedule 4, Part 3 of the Companies Act 2006

Mitsubishi Corporation International (Europe) Plc

Company Number 02214224
Registered Office Mid City Place, 71 High Holborn, London, WC1V 6BA

NOTICE OF ANNUAL GENERAL MEETING
MITSUBISHI CORPORATION INTERNATIONAL (EUROPE) PLC
(the "**Company**")

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting ("**Meeting**") of the Company will be held at the registered office on 2 July 2010 at 10 00am to transact the following business

SPECIAL RESOLUTION

THAT the Articles of Association of the Company be amended by including the following additional clause after clause 98

"99 A Director or his alternate may participate in a meeting of the board or a committee of the board through the medium of conference telephone or similar form of communication equipment, including electronic means if all persons participating in the meeting are able to hear and speak to each other throughout the meeting A person participating in this way is deemed to be present in person at the meeting and is counted in a quorum and entitled to vote at the meeting "

ORDINARY RESOLUTIONS

1 THAT Deloitte & Touche LLP be reappointed as the Company's auditors to hold office from the conclusion of this meeting until the conclusion of the next meeting at which accounts are laid before the Company

2 THAT the directors be authorised to agree the remuneration of the Company's auditors

3 THAT the Company's annual accounts for the financial year ended 31 March 2010 together with the directors' report and auditor's report on those accounts be received and adopted

4 THAT a final dividend of £15,332,000 be declared in respect of the year ended 31 March 2010 to be paid in two separate installments of £7,666,000 the first of which is to be paid on 30th July 2010 and the second of which is to be paid at a later date, contingent upon the financial condition of the Company

5 TO reappoint the following director who had been appointed by the board

Mr Kenji Suzuki

6 TO reappoint the following director who had been appointed by the board

Mr Yasuhiko Kitagawa

By order of the board of directors

Mitsubishi Corporation International (Europe) Plc

Company Number 02214224
Registered Office Mid City Place, 71 High Holborn, London, WC1V 6BA

Date 2 July 2010

Signed by

Jason Stevens, Company Secretary

NOTES

1 As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form A proxy need not be a shareholder of the Company.

2 You may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares Should you wish to appoint more than one proxy please return this form and attach to it a schedule detailing the names of the proxies you wish to appoint, the number of shares each proxy will represent and the way in which you wish them to vote on the resolutions that are proposed

3 To be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be lodged at the offices of the Company by hand or sent by post so as to be received **not less than 48 hours before the time fixed for the holding of the meeting** or any adjournment thereof (as the case may be)

4 The completion and return of a form of proxy will not preclude you from attending the Meeting and voting in person

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Company Number 02214224
Registered Office Mid City Place 71 High Holborn London, WC1V 6BA

MITSUBISHI CORPORATION INTERNATIONAL (EUROPE) PLC
(the "**Company**")

Minutes of an Annual General Meeting the Company held at the registered office on 2 July 2010 at 10.00 am

1 **CHAIRPERSON**

Mr Tetsuro Terada was appointed Chairperson of the meeting

2. **NOTICE AND QUORUM**

2 1 IT WAS NOTED that, with a representative of MC Europe Holdings N V (Mr Terada) being present, a quorum was present and the meeting would accordingly proceed to business

2 2 There was produced to the meeting a notice (the "**Notice**") (Exhibit A) convening the meeting and, with the consent of all members present, the Notice was taken as read

2 3 The Chairperson announced that all the members of the Company having the rights to vote at the meeting had consented to the meeting being held at short notice

2 4 The Chairperson produced to the meeting the annual report and financial statements of the Company for the year ended 31 March 2010, together with the directors' report and auditor's report on those accounts (Exhibit B), as well as a copy of the Articles of Association of the Company changes proposed by the Board of Directors of the Company (Exhibit C)

3. **RESOLUTIONS**

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Mr Kenji Suzuki

6 TO reappoint the following director who had been appointed by the board

Mr Yasuhiko Kitagawa

1. CLOSE

There was no further business and the Chairperson declared the meeting closed

Chairperson