

CAPITAL ONE BANK (EUROPE) PLC

Company number 03879023
(the "Company")

**Resolutions in writing of all of the members of the Company in accordance with Article 53
of the Company's Articles of Association**

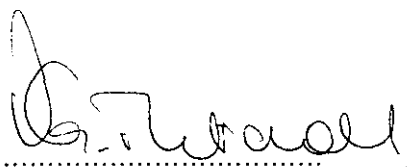
On the ^{8th} day of August 2006, the following WRITTEN RESOLUTIONS were duly passed by the members of the Company who were entitled to attend and vote at a general meeting of the Company pursuant to regulation 53 of the Company's Articles of Association:

TO HAVE EFFECT AS ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be increased from £350,000,000 to £600,000,000 by the creation of a further 250,000,000 ordinary shares of £1.00 each to rank pari passu with the existing ordinary shares in the capital of the Company.
2. THAT the directors of the Company be generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 (and in place of all existing authorities which are hereby revoked) to exercise all the powers of the Company to allot relevant securities (as defined in that section) up to an aggregate nominal amount of £600,000,000. The authority conferred by this resolution shall be for a period of five years from the date of the passing of this resolution except that the Company may before the end of such period make any offer or agreement which would or might require equity securities to be allotted after such period, and the directors of the Company may allot equity securities in pursuance of any such offer or agreement as if the power conferred by this resolution had not expired.

TO HAVE EFFECT AS A SPECIAL RESOLUTION

3. THAT by virtue of section 95(1) of the Companies Act 1985, section 89(1) shall not apply to the allotment of shares pursuant to the authority conferred by resolution 2 above.



Victoria Grant Mitchell
Company Secretary

Presenter: James Kindell, Capital One (Europe) plc, 350 Euston Road, London NW1 3JJ

