

Company number: 03879023



THE COMPANIES ACTS 1985 AND 1989

RESOLUTIONS

OF

CAPITAL ONE BANK (EUROPE) PLC

PRIVATE COMPANY LIMITED BY SHARES

On the 10<sup>th</sup> day of July 2002, the following WRITTEN RESOLUTION (to have effect as a Special Resolution) was duly passed by the members of the Company who were entitled to attend and vote at a general meeting of the Company pursuant to Article 53 of the Company's Articles of Association:

THAT the Company's Articles of Association be amended as follows:

1. Article 73.4 be deleted in its entirety and replaced with the following Article 73.4:

"Management Committee (European Executive Team)"

The Directors may by a resolution passed by the majority of the whole of the Board designate as a Management Committee, at least five (5) persons, one of whom must be a director of the Company. The Management Committee, at the date of the adoption of this Article, shall be known as the European Executive Team (the 'EET'). The Management Committee shall be charged with running the day-to-day operations of the Company, considering the strategy the Company should follow, and making such reports and or recommendations to the Board as it thinks fit and with such other matters as the Board shall determine."

2. The first sentence of Article 73.5 be deleted and replaced with the following:

"The Directors may by a resolution passed by the majority of the whole of the Board designate as a Credit Committee such a number of directors or other persons as the Board shall think fit."

3. The first two sentences of Article 73.6 be deleted and replaced with the following:

"The Directors may by a resolution passed by the majority of the whole of the Board designate as an Asset Liability Committee such a number of directors or other persons as

the Board shall think fit. The Committee shall include one member appointed by Capital One Bank.”



.....  
Secretary

Presenter: James Kindell, Capital One (Europe) plc, 18 Hanover Square, London W1S 1HX