

THE COMPANIES ACT 1985 AND 1989

PUBLIC COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

OF

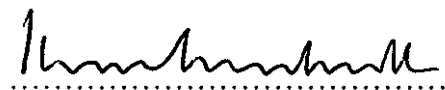
MIDLAND BANK PLC

("the Company")

At the 161st Annual General Meeting (the "Meeting") of the Company held at Poultry, London, EC2P 2BX on 23 April 1997 the following resolution was passed as an ordinary resolution:

ORDINARY RESOLUTION

THAT the general authority conferred on the directors by Article 8B(1) of the Articles of Association of the Bank be renewed for a period of five years from the date of the passing of this resolution and that for such period the prescribed amount (as referred to in that Article) be £353,096,796 and US\$1,340,000.



I B Marshall
Secretary

Date: 24 April 1997

