

COMPANY NO. 14259
FOR THE YEAR 1993
J. F. C. of
DIRECTOR GENERAL

Company No. 14259

THE COMPANIES ACTS 1985 AND 1989

PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

MIDLAND BANK PLC
("the company")

At an Extraordinary General Meeting (the "Meeting") of the Company held at Poultry, London EC2P 2BX on 16 September 1993 the following resolution was passed as a special resolution:

SPECIAL RESOLUTION

THAT:-

- (1) the 1,000,000,000 ordinary shares of £1 each in the capital of the Company be redesignated as 999,999,999 ordinary shares of £1 each and 1 preferred ordinary share of £1, such preferred ordinary share having the rights and being subject to the limitations set out in the articles of association of the Company as amended by paragraph (2) of this resolution;
- (2) the articles of association of the Company be amended by:-
 - (a) the deletion of Article 3 and the substitution therefor of the following new Article 3:

"3. The share capital of the Company at the time of adoption of this Article is £1,150,000,000 divided into 999,999,999 ordinary shares of £1 each ("ordinary shares") and 1 preferred ordinary share of £1 (the "preferred ordinary share") and 150,000,000 non-cumulative preference shares of £1 each ("sterling shares" or "sterling preference shares") and US\$2,000,000 divided into 200,000,000 non-cumulative preference shares of US\$0.01 each ("dollar preference shares");
 - (b) the insertion of the following words immediately before Article 4:



"Preferred Ordinary Share

3C(1) The preferred ordinary share shall rank pari passu in all respects with the ordinary shares and with all other shares expressed to rank pari passu therewith. It shall carry the same rights and be subject to the same limitations as the ordinary shares but in addition the preferred ordinary share shall confer:

- (i) on each and any distribution of profits by the Company on any class of share (other than the ordinary shares), the right to receive, in priority to any other share, the first £100 of any amount so distributed; and
 - (ii) on any distribution on a winding-up of the Company (but not on any redemption, reduction or purchase of any share capital), the right to receive out of the assets of the Company available for distribution, in priority to any other share, a sum equal to the nominal amount of the preferred ordinary share and any premium paid on the issue thereof.
- (2) The creation or issue of any share or shares in the capital of the Company conferring any right to participate in the profits or assets of the company in priority to the entitlements referred to in subparagraphs (i) or (ii) of Article 3C(1) shall be deemed to constitute a variation in the rights of the preferred ordinary share."; and
- (3) the Directors be generally empowered in accordance with section 95 of the Companies Act 1985 (the "Act") to allot equity securities (within the meaning of section 94(2) of the Act) pursuant to the authorities conferred by Article 8B(1) of the articles of association and the resolutions of the Company (numbered 8 and 9) passed on 5 May 1992 as if section 89(1) of the Act did not apply to the allotment. This power:
 - (a) expires on 4 May 1997 but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this authority and the directors may allot equity securities in pursuance of that offer or agreement; and
 - (b) is limited to allotments of equity securities for cash up to an aggregate nominal amount equal to £215,090,622 plus the aggregate nominal value of the sterling preference shares and the dollar preference shares (as defined in the articles of association as amended by paragraph (2) of this resolution) in the capital of the Company at the date of the passing of this resolution .