

No. 14259

The Companies Acts 1985

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Resolutions

of

Midland Bank plc

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At the Annual General Meeting of Midland Bank plc held at the Merchant Taylors' Hall, 30 Threadneedle Street, London EC2 on Tuesday 24th April 1990 the following Resolutions were duly passed:

That

9. Ordinary Resolution (Directors' authority to allot shares)

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 £221,331,112.

10. Special Resolution (Disapplication of pre-emption rights)

That for the purposes of article 8 of the articles of association of the bank:-

- (a) the power conferred by paragraph B(2)(a) of that article (disapplication for small cash issues) be renewed and the special prescribed period (as referred to in that article) be the period from the date of the passing of this resolution to the conclusion of the annual general meeting in 1991, or 23 July 1991 if earlier (so that the aggregate nominal amount of equity securities allotted for cash during such period shall not exceed 38,933,444).
- (b) conditionally upon the passing of resolution 9 comprised in this notice the power conferred by paragraph B(2)(b) of that article (five year disapplication for rights issues) be renewed.

