

THE COMPANIES ACT 1985


COMPANY LIMITED BY SHARES

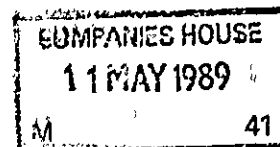
RESOLUTION

OF

MIDLAND BANK PLC

At the ANNUAL GENERAL MEETING of the above named company convened and held on 27 April 1989 the following resolutions were passed, the first two as Ordinary Resolutions and the third as a Special Resolution.


J R Skae
Secretary



ORDINARY RESOLUTION

Capitalisation Issue

- (a) the authorised share capital of the Bank be increased from £750,000,000 to £1,000,000,000 by the creation of 250,000,000 shares of £1 each;
- (b) such part of the sum standing to the credit of the Bank's property revaluation reserves as shall equal two fifths of the aggregate nominal value of:
 - (i) the shares of the Bank in issue at the close of business on 7 April 1989 ("the record date"); and
 - (ii) the shares of the Bank allotted pursuant to valid elections to receive the scrip dividend alternative in lieu of the second interim dividend for 1988 ("the scrip dividend shares")

be capitalised and applied in paying up in full new shares of £1 each in the capital of the Bank to be allotted at par as fully paid up and distributed to and amongst the registered holders at the record date of the shares then in issue in the proportion of two new shares for every five shares then held and to and amongst the allottees of the scrip dividend shares in the proportion of two new shares for every five scrip dividend shares allotted (save that fractions of new shares will not be allotted but will be aggregated and sold in the market and the proceeds of sale, less expenses of sale and distribution, will be distributed among shareholders in proportion to their respective entitlements, if any, except that sums of less than £2.50 will be retained for the benefit of the Bank) and so that the new shares shall rank pari passu with the shares in issue at the record date save that they shall not rank for any dividend declared or payable in respect of the year ended 31 December 1988.

- (c) the directors be and hereby are authorised in accordance with section 80 of the Companies Act 1985 to allot shares having a maximum aggregate nominal value of £227 million in connection with the capitalisation issue referred to in paragraph (b) of this resolution and so that this authority shall expire on 31 May 1989 and shall be in addition to the authority conferred on the directors by resolution 10 passed at the annual general meeting of the Bank held on 28 April 1988 and any renewal of such authority effected by the passing of resolution 12 comprised in this notice.

CONTINUED

ORDINARY RESOLUTION

Directors' Authority to Allot Shares

That the general authority conferred on the directors by article 8(B) (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 £183,195,911 or, if resolution 11 comprised in this notice shall be passed, £205,173,656.

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 1990 (or 27 July 1990, if earlier) provided that (notwithstanding anything in the articles of association of the Bank), if resolution 12 comprised in this notice shall be passed, the maximum aggregate nominal value of shares which the directors shall be empowered to allot for cash pursuant to this resolution shall be £39,743,817; and
- (b) conditionally upon the passing of resolution number 12 comprised in this notice, the power conferred by paragraph (B) (2) (b) of that article (five year disapplication for rights issues) be renewed.

Certified True Copy


J. R. Skae
Secretary