

No. 1026167

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

BARCLAYS BANK PLC

Passed 28th September 1993

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at Johnson Smirke Building, 4 Royal Mint Court, London EC3N 4HJ, on 28th September 1993, the following resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT the Articles of Association of the Company be and they are hereby altered by deleting paragraph (1) of Article 2 (Capital) and substituting therefor the following new paragraph:

"(1) The present nominal capital of the Company consists of £2,500,000,000, divided into 2,500,000,000 Ordinary Shares of £1 each, and U.S.\$ 1,500,000, divided into 150,000,000 Preference Shares of U.S.\$0.01 each ("Dollar Preference Shares")."

028735

Certified a true copy
For BARCLAYS BANK PLC
[Signature]

No. 1026167

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

BARCLAYS BANK PLC

Passed the 28th day of September 1993

At an EXTRAORDINARY GENERAL MEETING of the members of the above named company, duly convened and held at Johnson Smirke Building, 4 Royal Mint Court, London EC3N 4HJ, on 28th September 1993, the following resolution was duly passed as a SPECIAL RESOLUTION:-

SPECIAL RESOLUTION

3. THAT:-

- (a) the Directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (as defined by Section 80 of the Companies Act 1985)

at any time or times during the period ending on the second anniversary of the date of the passing of this Resolution, in the case of relevant securities being, or in respect of, Ordinary Shares in the capital of the Company, in a maximum nominal amount of £499,000,000 and, in the case of relevant securities being, or in respect of, Dollar Preference Shares in the capital of the Company, in a maximum nominal amount of U.S.\$950,800;

- (b) the Directors be and they are hereby empowered to make allotments of equity securities (as defined by Section 94 of the Companies Act 1985) pursuant to the authority granted under paragraph (a) of this Resolution as if Section 89(1) of the said Act did not apply to any such allotment;
- (c) the foregoing authority and power (which replaces any existing authority and power in relation to the allotment of Ordinary Shares and/or Dollar Preference Shares in the capital of the Company) shall extend to any allotment of relevant securities or equity securities made after the expiry of the period specified in paragraph (a) of this Resolution and pursuant to any offer or agreement made by the Company before the expiry of such period which would or might require the allotment of relevant securities or, as the case may be, equity securities after such expiry.

028739

Certified a true copy
For BARCLAYS BANK PLC
[Signature]
Assistant Secretary

No. 1026167

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

of

BARCLAYS BANK PLC

Passed the 28th day of September 1993

At an EXTRAORDINARY GENERAL MEETING of the members of the above named company, duly convened and held at Johnson Smirke Building, 4 Royal Mint Court, London EC3N 4HJ, on 28th September 1993, the following resolution was duly passed as an ORDINARY RESOLUTION:-

ORDINARY RESOLUTION

THAT the authorised share capital of the Company be and it is hereby increased so as to consist of £2,500,000,000, divided into 2,500,000,000 Ordinary Shares of £1 each, and U.S.\$1,500,000, divided into 150,000,000 Preference Shares of U.S.\$0.01 each (being "Dollar Preference Shares" within the meaning set out in the Articles of Association), by the creation of an additional 50,000,000 Dollar Preference Shares.

Certified a true copy
For BARCLAYS BANK PLC

Assistant Secretary

