

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS

of

CITIBANK INTERNATIONAL PLC

At an extraordinary general meeting of the Company held at 120 Cheapside, London EC2V 6DS on 24 August 2001 the following resolutions were passed as ordinary and special resolutions, in the case of resolutions 1, 2 and 3 as ordinary resolutions, and in the case of resolution 4, as a special resolution:

ORDINARY RESOLUTIONS

1. **THAT** the Company's share capital be increased by an additional 554,029,529 Ordinary Shares of £1 each.
2. **THAT** the directors be generally and unconditionally authorised in accordance with s.80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot sterling denominated ordinary shares of £1 each (within the meaning of that section) up to an aggregate nominal amount of £567,062,811 for the period expiring five years after the date of the passing of this resolution but the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities in pursuance of that offer or agreement as if the authority conferred by this resolution had not expired.
3. **THAT** the 554,029,529 "FOR INFORMATION ONLY" 6.5 per cent. fixed rate cumulative redeemable preference shares of £1 each of the Company **THIS RESOLUTION PROCESSED SEPARATELY**

SPECIAL RESOLUTION

4. **THAT** subject to the passing of resolution 2, the directors be generally empowered pursuant to s.95 of the Companies Act 1985 (the "Act") to allow equity securities (within the meaning of s.94(2) of the Act) for cash pursuant to the general authority conferred by resolution 2 as if s.89(1) of the Act did not apply to any allotment, provided that the power conferred by this resolution will expire five years after the date of the passing of this resolution, but the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the directors may allot equity securities in pursuance of that offer or agreement as if the power conferred by this resolution had not expired.

..... Secretary

Presented by:  
A.M. Gaulter  
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