

No. 40203

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION

-of-

CAPE PUBLIC LIMITED COMPANY

(Passed 12 April 2006)



At an Extraordinary General Meeting of the above-named Company, duly convened and held at 10 Snow Hill, London EC1A 2AL on 12 April 2006 at 2.30 p.m. the following resolution was passed as a Special Resolution.

SPECIAL RESOLUTION

That the Articles of Association be amended by:

- (i) the addition after the definition of "Effective Date" in Article S2.1 of the following definitions:

"Election Review Notice" means a notice served by CCS under the terms of the Funding Agreement requiring the preparation of an actuarial report and the preparation of an Election Review Statement.

"Election Review Statement" means a statement signed by a director of CCS certifying, *inter alia*, the Scheme Funding Percentage in accordance with the terms of the Funding Agreement.;

- (ii) the deletion from the definition of "Funding Agreement" in Article S2.1 of the words "to be entered into by" and the substitution therefor of the words "dated 14 March 2006 between" and further the deletion of the words "on or before 31 December 2005";
- (iii) the deletion from the definition of "Permitted Dividend" of the words "Articles S3.3.3(a) and S3.3.3(b)" and the substitution therefor of the words "Article S3.3.3";
- (iv) the deletion of the definition of "Relevant Asset" in Article S2.1 and the substitution therefor of the following definition:

"means any asset, the fair market value of which exceeds an amount equal to the greater of £100,000 and 0.25 per cent. of the aggregate value of the Group's net assets, as shown in the latest audited consolidated accounts of the Company";
- (v) the deletion from the definition of "Scheme" in Article S2.1 of the words "to be dated on or around August 2005" and the substitution therefor of the words "dated 15 March 2006";
- (vi) the deletion from the definition of "Scheme Agreements" in Article S2.1 of the words "the Reimbursement Agreement and the Group Reimbursement Agreement" and the substitution therefor of the words "the CCS Reimbursement Agreement and the PLC Reimbursement Agreement";
- (vii) the deletion from the definition of "Scheme Companies" in Article S2.1 of the words "the Schedule" and the substitution therefor of the words "Part 1 of Schedule 1";
- (viii) the deletion from the definition of "Scheme Funding Requirement" in Article S2.1 of the word "10" and the substitution therefor of the word "6";
- (ix) the deletion from the definition of "Scheme Guarantee" in Article S2.1 of the words "to be entered into" and the substitution therefor of the words "dated 14 March 2006" and further in the same Article the deletion of the words "will undertaken and guarantee" and the substitution therefor of the words "has conditionally undertaken and guaranteed";
- (x) the deletion from the definition of "Services Agreement" in Article S2.1 of the words "to be entered into" and the substitution therefor of the words "dated 14 March 2006";
- (xi) the deletion of the definition of "Termination Date" in Article S2.1 and the substitution therefor of the following definition: "the date on which the Scheme terminates in accordance with its terms or, if by 30 June 2006, the Scheme has not become effective in relation to the Company, 30 June 2006";
- (xii) by the addition at the end of Article S3.3.3(b) of the words "and no Election Review Notice has been served in respect of which an Election Review Statement has not been submitted to the Scheme Director in accordance with the terms of the Funding Agreement";

- (xiii) the addition to Article S3.3.3 after sub-paragraph (e) of a new sub-paragraph (f) as follows:

"(f) the Directors have delivered a certificate to the Company, and a copy of the certificate to the Scheme Directors, such certificate dated not more than two months prior to the making of the proposed distribution to the effect that in their reasonable opinion, having made all such enquiries as they consider appropriate, the Scheme Funding Percentage for the two Financial Years following the Relevant Financial Year is anticipated to be not less than 110 per cent."

and the deletion from the end of sub-paragraph (d) of that Article of the word "and", the deletion from the end of sub-paragraph (e) of that Article of the full stop and the addition in its place of "; and";

- (xiv) the addition at the start of sub-paragraph (e) of Article 3.3.6 of the words "make any petition or application or give notice for the appointment or intended appointment of an administrator nor";
- (xv) the deletion from the first and second lines of Article S3.3.7 of the words "the Ordinary Shares" and the substitution therefor of the words "shares of other classes";
- (xvi) the addition at the end of sub-paragraph (i) of Article S3.3.7 of the words "or place it into a company voluntary arrangement (pursuant to the Insolvency Act 1986)";
- (xvii) the addition in Article 81.1.2 before the words "the Services Agreement" of the words "the CCS Reimbursement Agreement, the PLC Reimbursement Agreement,";
- (xviii) the designation of Articles 68 and 83 as S Articles by the prefixing of the letter "S" to the number of such Articles; and
- (xix) the addition at the start of Article 83 of the words "Subject to the provisions of Article 3.3.6".

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Chairman