

Company No: 171831



SHAREHOLDER'S RESOLUTION

CHARTERHOUSE MANAGEMENT SERVICES LIMITED

A COMPANY LIMITED BY SHARE CAPITAL

Resolution in Writing of the Members of the Company dated 27 September 2004 given pursuant to the Companies Act 1985.

We, the undersigned, being all the members of the Company who are at the date hereof entitled to attend and vote at a general meeting of the Company, hereby pass the following resolution in writing, such resolution to have effect as a Special Resolution, pursuant to section 381A, Companies Act 1985 (as amended):

"That Article 4b) of the existing Articles of Association be deleted and that the following Article be inserted in its place:

The "A" ordinary shares shall participate in the earnings or gains of the Company attributable to the post-tax proceeds of any dividends or other distributions (including without limitation capital distributions or distributions on liquidation) received on account of the Company's shareholding in group undertakings denominated in Euros or to the post-tax proceeds of any sale or other disposal of any shares held by the Company in the capital of group undertakings denominated in Euros or to the net post tax earnings on any Euro denominated assets or liabilities in the Company's balance sheet, or to the net post tax profits arising in Euros (calculated as Euro denominated income less Euro denominated expenses) in the Company's profit and loss account) but the "A" ordinary shares shall not be entitled to participate in any other profits or assets of the Company available for distribution)."

Certified a true copy

A handwritten signature in black ink, appearing to read "C. Chabaud", is written over a horizontal dotted line.

CCF SA
by its authorised representative

A handwritten signature in black ink, appearing to read "Frances Owen", is written above the word "Secretary".

Secretary