

# 17 - 03 - 01

Registered Number 224163

THE COMPANIES ACT 1985 (AS AMENDED)

A PUBLIC LIMITED COMPANY HAVING A SHARE CAPITAL

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SPECIAL  
RESOLUTIONS

OF

SWALLOW GROUP PLC

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At an Extraordinary General Meeting of the Company held at Citypoint, 1 Ropemaker Street, London, EC2Y 9HX on 13th March 2001 the following special resolutions were passed unanimously:-

1. That the Company be re-registered as a private limited company in accordance with sections 53 to 55 of the Companies Act 1985 (as amended).
2. That the Company adopt as its Memorandum and Articles of Association, the form of memorandum and articles attached hereto.
3. That the name of the Company be changed from Swallow Group Plc to Swallow Group Ltd.
4. That the Company elect Matthew Fearn as a Director of the Company pursuant to Article 46 of the Company's Articles of Association.

*MFL*  
Secretary

CONFIDENTIAL

13 March 2001

