

THE COMPANIES ACTS 1985- 1989

AN UNLIMITED COMPANY HAVING A SHARE CAPITAL

Memorandum of Association**

OF

CREDIT LYONNAIS CAPITAL MARKETS *

1. The name of the Company is "CREDIT LYONNAIS CAPITAL MARKETS".*
2. The Registered Office of the Company will be situated in England.
3. The objects for which the Company is established are:-
 - (A) As one or the first objects of the Company, to acquire the goodwill, undertaking and all or any part of the property and assets of the business of bankers, discount and bill brokers now carried on in partnership by Richard Hugh Jessel, Ralph Victor Toynbee, Nigel Law and William Bullett under the name of "Jessel, Toynbee & Co.," and for that purpose to enter into and carry into effect, with such modifications (if any) as may be agreed upon, the agreement mentioned in Article 4 of the Company's Articles of Association,
 - (B) To carry on and transact the business of discount and bill brokers and to discount by sale, buy, sell and deal in bills of exchange, promissory notes, drafts and negotiable instruments and mercantile documents of all kinds.
 - (c) To carry on the business of banking in all its branches and departments, including the borrowing, raising or taking-up

* By Special Resolution passed 20 December 1982, name changed to Jessel, Toynbee & Gillett plc on 31 December 1982.

* By Special Resolution passed 29 November 1989, name changed to Credit Lyonnais Capital Markets PLC on 13 December 1989

* The Company was re-registered as a private company on 23rd August 2002 when it became known as Credit Lyonnais Capital Markets Limited.

** The Company was re-registered as unlimited on 2002, whereupon this Memorandum of Association was amended.



of money; the lending or advancing of money on securities and property; the discounting, buying, selling and dealing in bills of exchange, promissory notes, coupons, drafts, bills of lading, warrants, debentures, certificates, scrip and other instruments and securities, whether transferable or negotiable or not, the granting and issuing of letters of credit and circular notes; the buying, selling and dealing in bullion or specie; the acquiring, holding, issuing on commission, underwriting and dealing in stocks, funds, shares, debentures, debenture stock, bonds, obligations, securities and investments of all kinds; the negotiating of loans and advances; the receiving of money and valuables on deposit, or for safe custody, or otherwise; the collecting and transmitting of money and securities.

- (D) To purchase, sell or deal in any foreign or other exchanges or currencies.
- (E) To undertake and execute either by the Company, or by an authorised officer thereof, and either alone or with any other person, any trust, and also to act either by the Company, or by an authorised officer thereof, and either alone or with any other person, as trustee of any property or as executor and administrator of the estate, of any deceased person.
- (F) To undertake, carry on and execute all kinds of financial trading and other operations and to carry on any other business which may seem to be capable of being conveniently carried on in connection with any business which the Company is authorised to carry on, or may seem to the Company calculated directly or indirectly to benefit the Company or to enhance the value of or facilitate the realisation of or render profitable any of the Company's property or rights.
- (G) To acquire and carry on all or any part of the business or property, and to undertake any liabilities of any person, firm, association or company possessed of property, suitable for any of the purposes of the Company, or carrying on any business which the Company is authorised to carry on, and as the consideration for the same to pay cash or to issue any shares, stocks or obligations of the Company.
- (H) To undertake and carry on any business transaction or operation commonly carried on by financiers, promoters, bankers, concessionaires, capitalists, merchants or agents.

- (I) To enter into partnership or into any arrangement for sharing profits, union of interest, joint adventure, reciprocal concessions or co-operation with any person or company carrying on, engaged in, or about to carry on or engage in, any business or transaction which the Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to take or otherwise acquire and hold, sell, re-issue or otherwise deal with shares or stock in or securities or obligations of, and to subsidise or otherwise assist any such person or company.
- (J) To guarantee the payment of money secured by or payable under or in respect of or the performance of bonds, debentures, debenture stock, shares, contracts mortgages, charges, obligations and securities of any company, whether British, Colonial or Foreign, or of any authority, supreme, municipal, local or otherwise, or of any person whomsoever, whether corporate or unincorporate.
- (K) To enter into and implement any guarantee, indemnity or similar obligations as may seem expedient.
- (L) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, rights or privileges which the Company may think suitable or convenient for any purposes of its business; and to erect and construct buildings and works of all kinds.
- (M) To purchase, subscribe for or otherwise acquire, and to hold the shares, stocks or obligations of any company in the United Kingdom or elsewhere.
- (N) To distribute any property amongst the Members of the Company in kind.
- (O) To borrow or raise or secure the payment of money, and for those or other purposes to mortgage or charge the undertaking and all or any part of the property and rights of the Company, present or after acquired, including uncalled capital, and to create, issue, make, draw, accept and negotiate perpetual or redeemable debentures or debenture stock, bonds or other obligations, bills of exchange, promissory notes or other negotiable instruments.
- (P) To lend money to such persons upon such terms and subject to such conditions as may seem expedient.

- (Q) to sell, let, develop, dispose of or otherwise deal with the undertaking, or all or any part of the property of the Company, upon any terms, with power to accept as the consideration any shares, stocks or obligations of or interest in any other company.
- (R) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company and the issue of its capital, including brokerage and commission for obtaining applications for or taking, placing or underwriting shares, debentures or debenture stock, and to apply at the cost of the Company to Parliament for any extension of the Company's powers.
- (S) To enter into any arrangements with any governments or authority, supreme, municipal, local or otherwise, and to obtain from any such government or authority any rights, concessions and privileges that may seem conducive to the Company's objects or any of them.
- (T) To establish and support, or aid in the establishment and support of associations, institutions and conveniences calculated to benefit any of the employees or ex-employees, directors or ex-directors of the Company, or the dependants or connections of such persons and to grant pensions and allowances, and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general or useful object.
- (U) To promote any company or companies for the purpose of its or their acquiring all or any of the property, rights and liabilities of the Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company, and to pay all the expenses of or incident to such promotion.
- (V) To carry out all or any of the foregoing objects as principals or agents, or in partnership or conjunction with any other person, firm, association or company, or by means of any subsidiary or auxiliary company, and in any part of the world.
- (W) To do all such other things as the Company may deem incidental or conducive to the attainment of any of the aforesaid objects of the Company.

And it is hereby declared that the word "Company", save where used in reference to this Company in this clause, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and the intention is that the objects specified in any paragraph of this clause shall, except where otherwise expressed in such paragraph, be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or by the name of the Company.

THE COMPANIES ACT 1985 - 1989

AN UNLIMITED COMPANY
HAVING A SHARE CAPITAL

NEW
ARTICLES OF ASSOCIATION

- of -

CREDIT LYONNAIS CAPITAL MARKETS *

(Adopted by Special Resolution passed on
14 December 1989)

(Amended pursuant to the re-registration of the Company as a Private Company on 23 August 2002)
Amended pursuant to the re-registration of the Company as unlimited
on 2002

PRELIMINARY.

1. (A) In these Articles "Table A" means Table A in the Schedule to the Companies (Table A to F) Regulations 1985 and "the Act" means the Companies Act, 1985 including any statutory modification or re-enactment thereof for the time being in force.

(B) The Regulations contained in Table A shall apply to the Company save in so far as they are excluded or modified hereby. The Regulations of Table A numbered 2, 3, 24, 32, 34, 35, 41, 64, 65, 66, 67, 68, 69, 73, 74, 75, 76, 77, 78, 80, 81, 94, 95, 96, 97, 98, 110 and 118 shall not apply, but, subject as aforesaid, and in addition to the remaining Regulations of Table A the following shall be the Articles of Association of the Company.

PRIVATE COMPANY

2. The Company is a private company and accordingly any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

SHARES.

3.* The share capital of the Company at the date of re-registration of the Company as unlimited is £250,000,000 divided into 250,000,000 Ordinary shares of £1 each.

4. (A) The Directors shall have unconditional authority to allot, grant options over, offer or otherwise deal with or dispose of any relevant securities or other shares of the Company to such persons, at such times and generally on such terms and conditions and carrying such rights or being subject to such restrictions as the Directors may determine. The authority hereby conferred shall, subject to Section 80(7) of the Act, be for a period expiring on the 1st day of December 1994 unless renewed, varied or revoked by the Company in General Meeting, and the maximum amount of relevant securities which may be allotted pursuant to such authority shall be the authorised but as yet unissued share capital of the Company at the date of adoption of these Articles, or where the authority is renewed at the date of renewal.

* On 16th April 1991 the authorised share capital of the Company was increased from £125,000,000 to £250,000,000 by the creation of 12,500,000,000 Ordinary shares of 1p each ranking pari passu in all respects with the existing issued Ordinary shares of 1p each.

On 16th May 1994 all issued and authorised but unissued Deferred Ordinary shares, Redeemable Cumulative Preference shares and Ordinary shares were consolidated and reclassified as Ordinary shares of £1 each.

(B) The Directors shall be entitled under the authority conferred by sub-paragraph (A) of this Article or under any renewal thereof to make at any time prior to the expiry of such authority any offer or agreement which would or might require relevant securities of the Company to be allotted after the expiry of such authority.

******(C) The Company may by Special Resolution:-

- (i) increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe;
- (ii) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;
- (iii) sub-divide its shares, or any of them, into shares of a smaller amount than its existing shares;
- (iv) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person; and
- (v) reduce its share capital and any share premium account in any way.

5. The pre-emption provisions of sub-section (1) of Section 89 of the Act and the provisions of sub-sections (1) to (6) inclusive of Section 90 of the Act shall not apply to any allotment of the Company's equity securities.

6. The lien conferred by Regulation 8 of Table A shall attach to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of two or more joint holders and shall extend to all moneys presently payable by him or his estate to the Company.

7. Subject to the provisions of the Act, any shares in the capital of the Company may be issued on the terms that they are, or at the option of the Company are to be liable, to be redeemed on such terms and in such manner as the Company before the issue of the shares may by Special Resolution determine.

NOTICES.

8. Every notice calling a General Meeting shall comply with the provisions of Section 372(3) of the Act, as to giving information to Members in regard to their right to appoint proxies, and all notices and other communications relating to a General Meeting which any Member is entitled to receive shall also be sent to the Auditor for the time being of the Company.

TRANSFERS.

9. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share, whether or not it is a fully paid share.

****** New Article 4(C) adopted by Special Resolution passed 28 August 2002.

PROCEEDINGS AT GENERAL MEETINGS.

10. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved.

11. It shall not be necessary to give any notice of an adjourned meeting and Regulation 45 of Table A shall be construed accordingly.

12. A poll may be demanded by the Chairman or by any Member present in person or by proxy and entitled to vote and Regulation 46 of Table shall be modified accordingly.

13. Subject to any rights or restrictions attached to any shares, on a show of hands every Member who is present in person or by a duly authorised representative, not being himself a Member entitled to vote, shall have one vote and on a poll every Member shall have one vote for every share of which he is the holder.

14. Any corporation which is a Member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Company.

VOTES OF MEMBERS.

15. Evidence of the fact that a proxy is duly appointed may be accepted by the Directors less than 48 hours before the time appointed for the meeting but this power shall not prevent the Directors from requiring that 48 hours notice be given in any given case; and Regulation 62 of Table A shall be construed accordingly.

DIRECTORS.

16. A Director need not hold any shares of the Company to qualify him as a Director but he shall be entitled to receive notice of and attend at all General Meetings of the Company and at all separate General Meetings of the holders of any class of shares in the capital of the Company and Regulation 38 of Table A shall be modified accordingly.

17. If any Director shall be called upon to perform extra services or to make special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Company may remunerate the Director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by a resolution passed at a Board Meeting of the Directors of the Company, and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled as a Director.

18. The Directors may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking, property and uncalled capital and subject to Section 80 of the Act, to issue debentures, debenture stock and other securities as security for any debt, liability or obligation of the Company or of any third party.

19. Without prejudice to the obligation of any Director to disclose his interest in accordance with Section 317 of the Act a Director may vote as a Director in regard to any contract, transaction or arrangement in which he is interested, or upon any matter arising thereout, and if he does so vote his vote shall be counted and he shall be reckoned in calculating a quorum when any such contract transaction or arrangement is under consideration.

20. The office of Director shall be vacated if the Director:

(a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(b) becomes disqualified from being a Director by reason of any order made under the Company Directors Disqualification Act 1986 or is otherwise so prohibited or disqualified under any statutory provision for the time being in force; or

(c) in the opinion of all his co-Directors becomes incapable by reason of mental disorder of discharging his duties as Director; or

(d) subject as hereinafter provided resigns his office by notice in writing to the Company.

21. The Company may by Ordinary Resolution of which special notice has been given in accordance with Section 379 of the Act remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

22. Without prejudice to the powers of the Directors under Regulation 79 of Table A the Company may by Ordinary Resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.

23. A Director appointed to fill a casual vacancy or as an addition to the Board shall not retire from office at the Annual General Meeting next following his appointment and the last two sentences of Regulation 79 of Table A shall be deleted.

24. The holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at General Meetings of the Company may at any time or from time to time by memorandum in writing signed by or on behalf of him or them and left at or sent to the Registered Office of the Company remove any Director from office or appoint any person to be a Director. Such removal or appointment shall take effect forthwith upon delivery of the memorandum to the Registered Office of the Company or on such later date (if any) as may be specified therein.

25. (A) Any Director may by writing under his hand appoint (1) any other Director, or (2) any other person who is approved by the Board of Directors as hereinafter provided to be his alternate; and every such alternate shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him) be entitled to receive notices of all meetings of the Directors and, in the absence from the Board of the Director appointing him, to attend and vote at meetings of the Directors, and to exercise all the powers, rights, duties and authorities of the Director appointing him: Provided always that no such appointment of a person other than a Director shall be operative unless and until the approval of the Directors by a majority consisting of not less than two-thirds of all the Directors shall have been given and entered in the Directors' Minute Book. A Director may at any time revoke the appointment of an alternate appointed by him, and, subject to such approval as aforesaid, appoint another person in his place, and if a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine. A Director acting as alternate shall have an additional vote at meetings of Directors for each Director for whom he acts as alternate but he shall count as only one for the purpose of determining whether a quorum be present.

(B) Every person acting as an alternate Director shall be an officer of the Company, and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. The remuneration of any such alternate Director shall be payable out of the remuneration payable to the Director appointing

him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate and the Director appointing him.

26. No person shall be or become incapable of being appointed a Director by reason only of his having attained the age of seventy or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person, and no Director shall vacate his office at any time by reason only of the fact that he has attained the age of seventy or any other age.

27. The Directors may from time to time appoint one or more of their body to hold any executive office in the management of the business of the Company including the office of Chairman or Deputy Chairman or Managing or Joint Managing or Deputy or Assistant Managing Director as the Directors may decide such appointment being (subject to Section 319 of the Act, if applicable) for such fixed term or without limitation as to period and on such terms as they think fit and a Director appointed to any executive office shall (without prejudice to any claim for damages for breach of any service contract between him and the Company) if he ceases to hold the office of Director from any cause ipso facto and immediately cease to hold such executive office.

28. A Director holding such executive office as aforesaid for a fixed period shall not be entitled to resign as a Director of the Company and Article 20(d) hereof shall be interpreted accordingly.

29. The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whensoever the minimum number of Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Regulations 89 and 90 of Table A shall be modified accordingly.

THE SEAL.

30. The Directors or a committee of Directors authorised by the Directors may by telephone or telex communication or by facsimile reproduction authorise the Secretary or any Director to use the Seal and the transmission of such authority shall constitute a determination in such case that the Secretary or the named Director alone may sign any instrument to which the Seal is to be affixed pursuant to that authority, and Regulation 101 of Table A shall be modified accordingly.

RESERVES.

31. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Directors may from time to time think fit. The Directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.

CAPITALISATION OF PROFITS.

32. The Directors may with the authority of an Ordinary Resolution:-

(a) subject as hereinafter provided, resolve to capitalise any undivided profits of the Company (whether or not the same are available for distribution and including profits standing to any reserve), or any sum standing to the credit of the Company's share premium account or capital redemption reserve fund;

(b) appropriate the profits or sum resolved to be capitalised to the Members in proportion to the nominal amount of the ordinary share capital (whether or not fully paid) held by

them respectively, and apply such profits or sum on their behalf, either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such Members respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to such profits or sum, and allot and distribute such shares or debentures credited as fully paid up, to and amongst such Members, or as they may direct, in the proportion aforesaid, or partly in one way and partly in the other: provided that the share premium account and the capital redemption reserve fund and any such profits which are not available for distribution may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to Members credited as fully paid;

(c) resolve that any shares allotted under this Article to any Member in respect of a holding by him of any partly paid shares shall, so long as such shares remain partly paid rank for dividends only to the extent that such partly paid Ordinary Shares rank for dividend;

(d) make such provisions by the issue of fractional certificates or by payment in cash or otherwise as the Directors think fit for the case of shares or debentures becoming distributable under this Article in fractions;

(e) authorise any person to enter on behalf of all the Members concerned into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any shares or debentures to which they may be entitled upon such capitalisation or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of the profits or sum so resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on shares held by them respectively any agreement made under such authority being thereupon effective and binding on all such Members; and

(f) generally do all acts and things required to give effect to such resolution as aforesaid.

PROVISION FOR EMPLOYEES.

33. The Company shall exercise the power conferred upon it by Section 719 of the Act only with the prior sanction of a Special Resolution. If at any time the capital of the Company is divided into different classes of shares, the exercise of such power as aforesaid shall be deemed to be a variation of the rights attached to each class of shares and shall accordingly require the prior consent in writing of the holders of three-fourths in nominal value of the issued shares of each class or the prior sanction of an extraordinary resolution passed at a separate meeting of the holders of the shares of each class convened and held in accordance with the provisions of Section 125 of the Act.

INDEMNITIES.

34. Every Director, Managing Director, agent, auditor, secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings relating to his conduct as an officer of the Company, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to him by the court.

SPECIAL DIRECTOR

35. Notwithstanding any other provision in these Articles, whenever Credit Lyonnais (Investments) Limited No. 2182651 (hereinafter called 'the Parent Company'), or any subsidiary of the Parent Company, shall be the beneficial owner of not less than 90 per cent, of the issued Ordinary Shares the following provisions shall apply and to the extent of any inconsistency shall have overriding effect as against all other provisions of these Articles:-

(A) the Parent Company may at any time and from time to time by written notice served on the Company designate any one or more of the Directors as a 'Special Director' or

cancel any such designation, and at all times at which one or more of the Directors is designated as a 'Special Director', the following provisions shall apply:-

(a) There shall be no quorum for the transaction of the business of the directors unless at least one Special Director is present;

(b) Questions arising at a meeting of the directors shall be decided by a majority of votes, but no resolution shall be declared passed unless at least one Special Director has voted in its favour;

(c) The third sentence of Regulation 88 of Table A shall be read as if the words 'other than to a Special Director, to whom it shall be necessary to give notice of a meeting notwithstanding that he is absent from the United Kingdom' appeared at the end thereof;

(d) Regulation 93 of Table A shall be read as if it appeared as follows:-

'A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors, and signed by at least one Special Director, shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors; but a resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.';

(B) the Parent Company may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed but so that in the case of an executive Director his removal from office shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company;

(C) no unissued shares shall be issued or agreed to be issued or put under option without the written consent of the Parent Company;

(D) any or all powers of the Directors shall be restricted in such respects and to such extent as the Parent Company may by notice to the Company from time to time prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Parent Company by any two of its Directors or by any one of its Directors and its Secretary or some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of the Parent Company has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors.

The Companies Acts 1985 and 1989
PRIVATE COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
OF
CREDIT LYONNAIS CAPITAL MARKETS LIMITED

passed on 28th August 2002

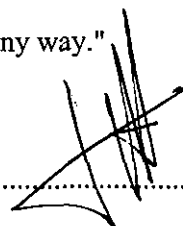
At an Extraordinary General Meeting of the Company duly convened and held at Broadwalk House, 5 Appold Street, London EC2A 2DA on 28th August 2002 the following resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

"RESOLVED THAT the Articles of Association of the Company be amended by the inclusion of a new article 4(C):-

4(C) The Company may by Special Resolution:-

- (i) increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe;
- (ii) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;
- (iii) sub-divide its shares, or any of them, into shares of a smaller amount than its existing shares;
- (iv) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person; and
- (v) reduce its share capital and any share premium account in any way."


.....
Chairman



**STATUTORY DECLARATION BY DIRECTORS AS TO MEMBERS' ASSENT TO
RE-REGISTRATION OF A COMPANY AS UNLIMITED**

PURSUANT TO SECTION 49 (8) (b) OF THE COMPANIES ACT 1985

Company Number: 378410

CREDIT LYONNAIS CAPITAL MARKETS LIMITED

I, Christophe Nigond of 33 The Crescent, Barnes, London SW13 0NN, one of the four directors of the above Company, do solemnly and sincerely declare that the persons by whom or on whose behalf assent has been given on the attached copy Form 49 (8) (a) to the Company being re-registered as unlimited, constitute the whole membership of the Company, and that where any of those persons has not himself subscribed the form of assent, we have taken all reasonable steps to satisfy myself that each person who subscribed it on behalf of a member was lawfully empowered to do so.

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declarants to sign below

Declared at *Paris*

the *24th* day of *August* 2002

before me



A Commissioner for Oaths or
Notary Public or Justice of the
Peace or Solicitor having the
powers conferred on a
Commissioner for Oaths



49(8)(a)

Members' assent to company being re-registered as unlimited

Please complete in typescript,
or in bold black capitals.

CHFP055

Company Number **378410**

Company Name in full **Credit Lyonnais Capital Markets Limited**

We, being all the members of the company, assent to the company being re-registered as unlimited

Member's name in full **Credit Lyonnais (Investments) Limited**

Address **Broadwalk House**

5 Appold Street

Post town **London**

County / Region

Postcode **EC2A 2DA**

Signature of member (or person lawfully authorised to sign on the member's behalf)

[Signature] Date **28/8/2002**
FOR CREDIT LYONNAIS (INVESTMENTS) LIMITED

Member's name in full **Credit Lyonnais Group Management Limited**

Address **Broadwalk House**

5 Appold Street

Post town **London**

County / Region

Postcode **EC2A 2DA**

Signature of member (or person lawfully authorised to sign on the member's behalf)

[Signature] Date **28/8/2002**
FOR CREDIT LYONNAIS GROUP MANAGEMENT LIMITED

Please enter in the box opposite the number of continuation sheets attached

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query

Miss B C Sweeney
Credit Lyonnais Capital Markets Limited
Broadwalk House
5 Appold Street
London EC2A 2DA
Telephone 020 7214 5252

Companies House receipt date barcode

When you have completed and signed the form please send it to the Registrar of Companies at:
Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235 Edinburgh**

**STATUTORY DECLARATION BY DIRECTORS AS TO MEMBERS' ASSENT TO
RE-REGISTRATION OF A COMPANY AS UNLIMITED**

PURSUANT TO SECTION 49 (8) (b) OF THE COMPANIES ACT 1985

Company Number: 378410

CREDIT LYONNAIS CAPITAL MARKETS LIMITED

I, Frédéric Charles Mélul of 93 Dovehouse Street, London SW3 6JZ, one of the four directors of the above Company, do solemnly and sincerely declare that the persons by whom or on whose behalf assent has been given on the attached copy Form 49 (8) (a) to the Company being re-registered as unlimited, constitute the whole membership of the Company, and that where any of those persons has not himself subscribed the form of assent, we have taken all reasonable steps to satisfy ourself that each person who subscribed it on behalf of a member was lawfully empowered to do so.

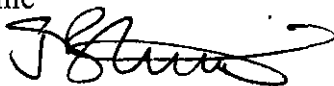
And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declarants to sign below

Declared at *Broadwalk House*
London EC2A 2HA
the *28th* day of *August* 2002



before me



J.B. LEWIN SOLICITOR
ASHurst MORRIS CRISP.

A Commissioner for Oaths or
Notary Public or Justice of the
Peace or Solicitor having the
powers conferred on a
Commissioner for Oaths



BLUEPRINT
Company Secretary

Please complete in typescript,
or in bold black capitals.

CHFP055

Company Number 378410

Company Name in full Credit Lyonnais Capital Markets Limited

49(8)(a)

Members' assent to company being re-registered as unlimited

We, being all the members of the company, assent to the company being re-registered as unlimited

Member's name in full Credit Lyonnais (Investments) Limited

Address Broadwalk House

5 Appold Street

Post town London

County / Region

Postcode EC2A 2DA

Signature of member (or person lawfully authorised to sign on the member's behalf)

Date

28/8/2002

FOR CREDIT LYONNAIS (INVESTMENTS) LIMITED

Member's name in full Credit Lyonnais Group Management Limited

Address Broadwalk House

5 Appold Street

Post town London

County / Region

Postcode EC2A 2DA

Signature of member (or person lawfully authorised to sign on the member's behalf)

Date

28/8/2002

FOR CREDIT LYONNAIS GROUP MANAGEMENT LIMITED

Please enter in the box opposite the number of continuation sheets attached

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query

Miss B C Sweeney
Credit Lyonnais Capital Markets Limited
Broadwalk House
5 Appold Street
London EC2A 2DA
Telephone 020 7214 5252

Companies House receipt date barcode

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland DX 235 Edinburgh

**STATUTORY DECLARATION BY DIRECTORS AS TO MEMBERS' ASSENT TO
RE-REGISTRATION OF A COMPANY AS UNLIMITED**

PURSUANT TO SECTION 49 (8) (b) OF THE COMPANIES ACT 1985

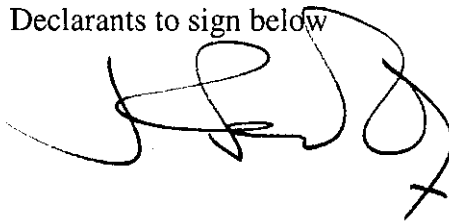
Company Number: 378410

CREDIT LYONNAIS CAPITAL MARKETS LIMITED

I, Jean-Paul Albert Le Roy of 122 rue Lauriston, Paris, 75116, France, one of the four directors of the above Company, do solemnly and sincerely declare that the persons by whom or on whose behalf assent has been given on the attached copy Form 49 (8) (a) to the Company being re-registered as unlimited, constitute the whole membership of the Company, and that where any of those persons has not himself subscribed the form of assent, we have taken all reasonable steps to satisfy myself that each person who subscribed it on behalf of a member was lawfully empowered to do so.

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declarants to sign below



Declared at *Paris*

the *29th* day of *August* 2002

before me



A Commissioner for Oaths or
Notary Public or Justice of the
Peace or Solicitor having the
powers conferred on a
Commissioner for Oaths

**STATUTORY DECLARATION BY DIRECTORS AS TO MEMBERS' ASSENT TO
RE-REGISTRATION OF A COMPANY AS UNLIMITED**

PURSUANT TO SECTION 49 (8) (b) OF THE COMPANIES ACT 1985

Company Number: 378410

CREDIT LYONNAIS CAPITAL MARKETS LIMITED

I, Bruce Fraser Armstrong of Crosshills, 7 Pine Coombe, Croydon, Surrey CR0 5HS, one of the four directors of the above Company, do solemnly and sincerely declare that the persons by whom or on whose behalf assent has been given on the attached copy Form 49 (8) (a) to the Company being re-registered as unlimited, constitute the whole membership of the Company, and that where any of those persons has not himself subscribed the form of assent, we have taken all reasonable steps to satisfy myself that each person who subscribed it on behalf of a member was lawfully empowered to do so.

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declarants to sign below

Declared at Broadwalk House
London EC2A 2HA
the 28th day of August 2002

before me



J.B. LEWIN SOLICITOR
ASHurst MORRIS CRISP.

A Commissioner for Oaths or
Notary Public or Justice of the
Peace or Solicitor having the
powers conferred on a
Commissioner for Oaths