

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

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WRITTEN RESOLUTIONS

-of-

**W.H. Boddington & Co. Limited**

(Company Number 00497339)

(the "Company")

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MADE ON *13 March* 2006

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The following written resolutions of the members of the Company entitled to attend and vote at a general meeting of the Company were made on 2006 in accordance with Section 381A of the Companies Act 1985:

RESOLUTIONS



We the undersigned, being the sole member of the Company HEREBY RESOLVE to pass the following resolutions as written resolutions:

1. THAT the Company's Memorandum be and hereby is amended by:

The insertion of the following wording as a new clause 3.19:

"3.19 Subject to and in accordance with due compliance with the provisions of Sections 155 to 158 (inclusive) of the Companies Act 1985 (as amended) (the "Act") (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act."

and the renumbering of the following sub-clauses accordingly.

2. THAT the Company's Articles of Association be and hereby are amended by:

- 2.1. The deletion of the current wording in clause 1(2)(c) and the insertion of the following wording as a new clause 1(2)(c):

"1(2)(c) regulations 8 - 11 inclusive and regulations 24 - 28 inclusive;"

- 2.2. The insertion of the following wording as new sub-clauses 4A.1 and 4A.2:

"4A.1 Subject to sub-clause 4A.2 below, 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.

4A.2 Notwithstanding anything contained in these Articles, the Company and the directors shall not decline to register any transfer of shares (nor delay in doing so) where the relevant transfer is executed by or on behalf of a person (natural or legal)

to whom such shares have been charged by way of security or by that person's nominee (in either case whether as transferor or transferee) and a certificate of that person that the shares were so charged shall be sufficient evidence of the facts."

2.3. The insertion of the following wording as a new clause 4B:

"4B The Company has no lien in respect of its shares (whether fully or partly paid)."

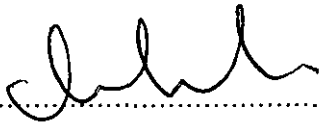
2.4. The insertion of the following wording as a new clause 4C:

"4C In accordance with section 91(1) of the Act, section 89(1) and sections 90(1) to 90(6) inclusive of the Act shall not apply to the Company."

2.5. The insertion of the following wording as a new clause 25A:

"25A The directors may exercise all the powers of the Company, without limit as to amount, to borrow and raise money and to accept money on deposit and to grant any security, mortgage, charge or discharge as they may consider fit for any debt or obligation of the Company of any company in the same group as the Company or which is binding on the Company in any manner or way in which the Company is empowered so to grant and similarly as they may consider fit to enter into any guarantee, contract of indemnity or suretyship in any manner or way in which the Company is empowered so to enter into."

Dated *13 March* 2006



Signed for and on behalf of  
W.H. BODDINGTON & CO. (HOLDINGS) LIMITED