

No: 572840

THE COMPANIES ACTS 1985-1989
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF
COTESWORTH & CO LIMITED
PASSED 12 OCTOBER 1998

We, being all the members of the Company for the time being entitled to attend and vote at meetings of the Company **HEREBY RESOLVE** pursuant to Section 381A of the Companies Act 1985 that the following Resolution be passed as a Written Resolution of the Company:-

SPECIAL RESOLUTION

THAT:

the Company's Articles of Association be amended by the insertion of the following new Article 110A after Article 110 thereof:

"110A A director may participate in a meeting of the directors or a committee of the directors by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A participant shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. The meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is."

.....
N.W. [Signature]
Duly Authorised for and on behalf of
COTESWORTH HOLDINGS LIMITED

.....
[Signature]
Signed by
P J AITCHISON

