

808245

WRITTEN RESOLUTION
OF
NEWTON INVESTMENT MANAGEMENT NOMINEES LIMITED
('the Company')

CIRCULATION DATE: 24th Sept 2010

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution ('the Resolution') -

SPECIAL RESOLUTION

THAT

- 1 the articles of association in the form attached to this resolution and for the purposed of identification marked 'A' be adopted as the new articles of association of the Company replacing the existing articles in their entirety, and
- 2 all the provisions of the memorandum of association of the Company which, by virtue of section 28 of the Companies Act 2006 are to be treated as provisions of the Company's articles of association, be deleted in their entirety

Signed 
For and on behalf of Newton Management Limited

HELENA MORRISSEY

Date 24/9 2010

