

Company No. 1131714

HANMEAD LIMITED

(The "Company")

MEMBERS WRITTEN RESOLUTION

I, the undersigned, being the sole member of the Company who (at the date hereof) would have been entitled to vote upon the resolution set out below if it had been proposed at a general meeting at which I was present, hereby agree, pursuant to regulation 53 of Table A (as adopted by article 1 of the articles of association) to the passing of the resolution set out below (which would otherwise be required to be passed as a special resolution) by way of written resolution:

THAT:

SPECIAL RESOLUTION

The articles of association of the Company be and hereby be amended by the addition of article 14.2.

"14.2 Any director or member of a committee of the directors may participate in a meeting of the directors, or such committee by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear and speak to each other and any director or member of a committee participating in a meeting in this manner shall be deemed to be present in person at such meeting"


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For and on behalf of
NATIONAL CAR PARKS LIMITED

Date: 11/04/2003

