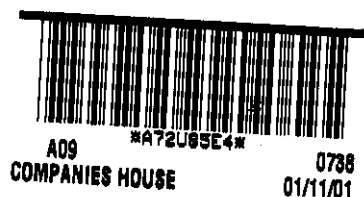


(Registered No: 1423001)

COMPANIES ACTS 1985 AND 1989

**INTERCAPITAL PLC**

(the "Company")



A PUBLIC LIMITED COMPANY

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### SHAREHOLDERS' WRITTEN RESOLUTION

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We, the undersigned, being the members of the Company who, at the date of this resolution are entitled to attend and vote at a general meeting of the Company HEREBY RESOLVE in writing pursuant to the Articles of Association of the Company as follows:-

THAT the wording below be approved and adopted with effect from the signing of this resolution as Article 3(ii) of the Company's Memorandum of Association and be inserted after the existing Article 3(i) in the Memorandum of Association of the Company:

- “(ii) For any reason whatsoever to mortgage or charge, either with or without the Company receiving any consideration or advantage, all or any part of the undertaking, property, assets, rights and revenues present and future and uncalled capital of the Company and to guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property, assets, rights and revenues present and future and uncalled capital of the Company or by any or all such methods or by any other means whatsoever, the liabilities and obligations of and the payment of any moneys whatsoever (including but not limited to principal, interest and other liabilities in respect of any borrowings or acceptance credits and capital, premiums, dividends, costs and expenses on any stocks, shares or securities and in each and every case whether in pounds sterling or any other currency) by any person, firm or company including but not limited to any company which is for the time being the holding company (as defined in Section 736 of the Companies Act 1985) or a subsidiary undertaking (as defined by section 258 of the Companies Act 1985) of the Company or of the Company's holding company as so defined. Each such act as aforesaid shall be constituted an additional main object of the Company and all other provisions of the Memorandum and Articles of Association of the Company shall be construed and deemed amended to give full

effect to the provision of this paragraph of the Memorandum of Association of the Company."

Signed: .....

*CCP*

For and on behalf of  
**Garban Nominees  
Limited**

*E.C. Paul*

Signed: .....

For and on behalf of  
**ICAP plc**

*[Signature]*

Date: *30 October* 2001