

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

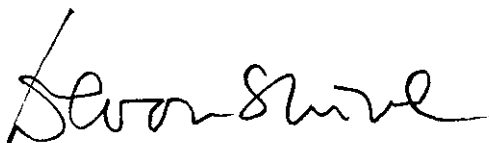
SPECIAL RESOLUTION OF
CHATSWORTH HOUSE TRUST ("the Company")

At the Annual General Meeting of the members of the Company, duly convened and held at 21 Buckingham Gate, London, SW1E 6LS on 14 December 2005, the following special resolution was passed:

SPECIAL RESOLUTION:-

That the Articles of Association of the Company be amended in the following manner:

1. By replacing the words "(as from time to time amended and in force)" in the definition of "The Act" with the words "(including any statutory modification or re-enactment thereof for the time being in force)";
2. By deleting the word "Limited" from the definition of "The Company";
3. By deleting Article 10;
4. By deleting the final sentence of Article 35;
5. By deleting Article 43;
6. By replacing the current Article 44 with the following Article:
"Subject to Article 45 below, the Company may by ordinary resolution appoint any person who is willing to act as a director, either to fill a vacancy or as an additional director.";
7. By deleting the words "not being a member of the Council retiring at the meeting" from Article 45;
8. By replacing the current Article 46 with the following Article:
"The Council may appoint any person who is willing to act as a director, either to fill a vacancy or as an additional director.";
9. By deleting the words "before the expiration of his period of office" and "; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been replaced" from Article 47;
10. By deleting the word "LIMITED" from Article 56(b); and
11. By deleting Articles 59 and 61.


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Chairman

