

Company No. 1548967

**THE COMPANIES ACTS 1985 AND 1989**

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**PRIVATE COMPANY LIMITED BY SHARES**  
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**SPECIAL RESOLUTION**

**OF**

**SALOMON BROTHERS EUROPE LIMITED**

At an Extraordinary General Meeting of the Company held at Victoria Plaza, 111 Buckingham Palace Road, London SW1W 0SB on Wednesday, 23rd December the following resolution was passed as a Special Resolution:-

1. THAT the Articles of Association of the Company be altered by the deletion of Article 3.07(I) and the substitution for it of the following new Article 3.07(I):

"3.07 The rights and restrictions attaching to the Redeemable Preference Shares ("Preference Shares") are as follows:-

(I) AS REGARDS INCOME. The holders of the Preference Shares shall be entitled to a non-cumulative preferential dividend of not more than 8.5p net per share per annum (as determined by the Directors) in priority to the Ordinary Shares and any other shares of whatever class to be paid if the Directors so decide and if insofar as in the opinion of the Directors the profits of the Company justify payments half yearly on 1st July and 31st December in every year in respect of the half years ending on those dates or at such other times and in respect of such other period as the Directors may in their discretion determine. The Preference Shares shall not entitle the holder thereof to any further or other right of participation in the profits of the Company."



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Chairman

