

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF THE SOLE MEMBER
of
SOUTHERN STAR SALES LIMITED

(Registered Number 01577754)

Passed: **31** October 2000

By Written Resolution of the sole member of the above named Company on ~~Thirty~~^{Thirty first} October 2000, the subjoined resolutions were duly passed Numbers 1, 2, 3, 4 and 6 as Special Resolutions and Number 5 as an Ordinary Resolution:

“THAT

1. the Company's Memorandum of Association be and is hereby amended by the insertion of a new paragraph (x) to be added to Clause 3 as follows:

‘To the extent that the same is permitted by law, to give financial assistance for the purpose of the acquisition of shares in the Company or the Company's holding company for the time being (as defined by Section 736 of the Companies Act 1985) and to give such assistance by any means howsoever permitted by law’;

2. with effect from the date of this resolution Regulation 10 in Part I of Table A in the First Schedule of the Companies Act 1948 incorporated in the Articles of Association of the Company be and is hereby deleted;
3. with effect from the date of this resolution Regulation 98 in Part I of Table A in the First Schedule of the Companies Act 1948 incorporated in the Articles of Association of the Company be and is hereby amended by the addition of the following at the end of the aforementioned Regulation 98:

‘A meeting of the directors or of a committee of the board may consist of a conference between directors and any alternate directors who are not all in one place, but each of which is able (directly or by telephonic communication) to speak to each of the others, and to be heard by each of the others simultaneously. A director or an alternate director taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating in the conference is assembled, or, if there is no such group, where the chairman of the meeting then is. The word meeting in these articles shall be construed accordingly’;



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4. the authorised share capital of the Company be increased from £100,000 divided into 100,000 Ordinary Shares of £1.00 each to £3,400,000 divided into 3,400,000 Ordinary Shares of £1.00 each, by the creation of 3,300,000 Ordinary Shares of £1.00 each, and ranking in all respects pari passu with the existing Ordinary Share capital of the Company, such shares having the rights and being subject to the conditions attached to them respectively by the Articles of Association of the Company. ✓
- 5.
- (a) the directors of the Company be and are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (as amended) ("the Act") to allot and issue such number of relevant securities (as defined in that section) and on such terms and conditions as they may in their discretion think fit subject always to the following conditions and to the Articles of Association of the Company:- ✓
- (i) the maximum nominal amount of relevant securities to be allotted in pursuance of this authority shall be £3,300,000;
- (ii) this authority shall expire, unless sooner revoked or altered by the Company in general meeting, on 1 November 2000, and provided that the Company may before the expiry of this authority make an offer or agreement which would or might require relevant securities to be allotted after the expiry of this authority and the directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired; and
- (iii) all other authorities conferred on the directors prior to the date of passing of this resolution to allot relevant securities are hereby revoked; and
6. pursuant to the Resolution numbered 5 and Section 95(1) of the Act, Section 89(1) of the Act shall not apply to any allotment of shares in the capital of the Company specified in Resolution numbered 4 above."



Chairman