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JARVIS INVESTMENT MANAGEMENT PLC
Extraordinary General Meeting

The extraordinary general meeting of the shareholders of the Company was held at Jarvis House, 4 Mount Ephraim Road, Tunbridge Wells, Kent, TN1 1EE on 13 January 2003 at 10:30 am and the following resolution was passed as a special resolution:

THAT article 4 of the Company's articles of association be deleted and replaced by the following article:

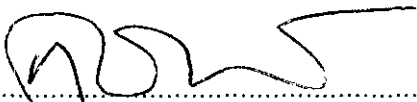
SHARE CAPITAL

4. The authorised share capital of the Company at the date of adoption of these Articles as the articles of association of the Company is £120,000 divided into 12,000,000 Ordinary Shares of 1p each.

And the following resolution was passed as an ordinary resolution:

THAT the directors of the Company be generally and unconditionally authorised pursuant to Section 80(1) of the Companies Act 1985 to exercise all powers of the Company to allot relevant securities (within the meaning of Section 80(2) of the Companies Act 1985) up to an aggregate nominal amount of the unissued capital for a period of five years from the date hereof and that Section 89(1) of the Companies Act 1985 is hereby disapplied from any such allotment.

Certified as a true record of the meeting:


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Secretary

Date: 13 December 2002

