

Company Number: 1982873

THE COMPANIES ACTS 1985 TO 1989

RESOLUTION OF THE WOODLAND TRUST

We, the undersigned being all the Members for the time being of the above named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolution as a Special Resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

It is resolved:

1. to amend the Memorandum of Association of the Woodland Trust as follows:-

By the addition of the following new Clause 4(h):

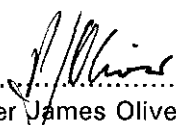
"subject to the provisions of the Companies Act 1985 to indemnify every director or other officer or auditor of the Trust out of the assets of the Trust against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Trust."

2. to amend the Articles of Association of the Woodland Trust as follows:-


By the addition of the following new Article 53. The current Article 53 to become Article 54 and the remaining Articles being renumbered accordingly:-


"Subject to the provisions of the Act every director or other officer or auditor of the Trust shall be indemnified out of the assets of the Trust against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Trust."

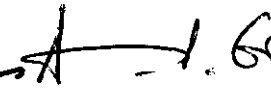
Dated: 23rd January 2001

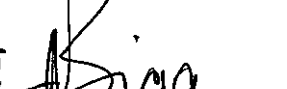

Peter James Oliver


Colin Hall


Christopher Paul Wright


Richard Harrison Trafford

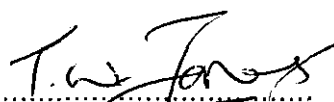

Anthony Peter Golding

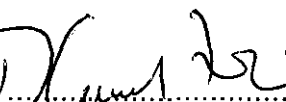

Alan Taylor Bigg

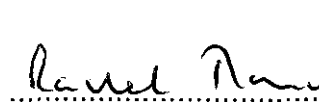

Thomas Christopher Smout


Nicola Anne Ramsden


Timothy Nicholas Field


Trevor William Jones
[Signed by all the members]


David Lovell Foot


Rachel Mary Thomas

