

Company No. 1983979

WRITTEN RESOLUTION OF THE SHAREHOLDERS OF

GOLDMAN SACHS INTERNATIONAL FINANCE
the "Company"

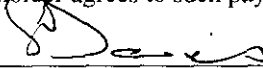
The undersigned, being the shareholders of the Company who at the date of this written resolution are entitled to attend and vote at a general meeting of the Company hereby pass the following resolution and agree that pursuant to Section 381A of the Companies Act 1985, such resolution shall for all purposes be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held:

SPECIAL RESOLUTION

NOTED, that the Company had agreed to pay dividends in the amounts of \$3,000,000 and \$1,698,667 to the Company's A Preference Shareholders and its B Preference Shareholders, respectively, up to and including May 24, 2002.

RESOLVED, that the A Preference shareholders and the B Preference shareholders agree to receive payment of their preference share dividends prior to November 21, such date being the dividend payment date prescribed by the Company's Articles of Association dated February 23, 1998; and the Ordinary Shareholder agrees to such payment being made.


Goldman Sachs Holdings (U.K.)


Goldman Sachs Group Holdings (U.K.)


Dated: 24 May 2002


We, being the holders of the Ordinary Shares of \$1.00 each in issue hereby consent to the passing of the above resolution and any variation or abrogation of our rights arising therefrom.


Goldman Sachs Holdings (U.K.)

Dated: 24 May 2002

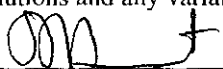
We, being the holders of the A Preference Shares of \$1.00 each in issue hereby consent to the passing of the above resolutions and any variation or abrogation of our rights arising therefrom.



Goldman Sachs Holdings (U.K.)


Goldman Sachs Group Holdings (U.K.)

Dated: 24 May 2002

We, being the holders of the B Preference Shares of \$0.01 each in issue hereby consent to the passing of the above resolutions and any variation or abrogation of our rights arising therefrom.


Goldman Sachs Holdings (U.K.)


Goldman Sachs Group Holdings (U.K.)

Dated: 24 May 2002

