

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS
of
GBM SERVICES LIMITED

(PASSED 9 November 1990)

At an Extraordinary General Meeting of the above-named Company duly convened and held at 1 Gresham Street London EC2 on 9 November 1990 the following two resolutions were duly passed as, respectively, ordinary and special resolutions:

RESOLUTIONS

1. THAT the Directors be and are generally and unconditionally authorised for the purposes of Section 30 of the Companies Act 1985 ("the Act"), to allot, grant options over or otherwise dispose of ordinary shares of £1 each in the Company up to an aggregate nominal amount equal to the authorised but unissued share capital of the Company at the date hereof (being an amount of £290) provided that this authority may be exercised at any time or times during the period of five years from the date hereof and at any time thereafter pursuant to an offer or agreement made by the Company before the expiry of this authority which would or might require relevant securities (within the meaning of Section 80(2) of the Act) to be allotted after such expiry.
2. THAT subject to the passing of resolution 1 set out in the notice convening the meeting, the Directors be and are hereby empowered to allot shares and grant options pursuant to the authority conferred by resolution 1 as if the pre-emption rights set out in Regulation 2 of the Articles of Association of the Company did not apply to any such grant or allotment, provided that in the case of the grant of options this power shall be limited to their grant (and their subsequent allotment on exercise of options) substantially in accordance with the terms of the draft offer letter attached to the notice convening the meeting.

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Director/Secretary

