

Registration No. 2290763

The Companies Acts 1985 and 1989

PRIVATE COMPANY LIMITED BY SHARES

ERGON OVERSEAS HOLDINGS LTD


Written Resolution of the Company

The following resolution was approved as a written resolution by all the members of the above named Company on 29 May 2002:

WRITTEN RESOLUTION

- \* THAT the directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of section 80 of the Companies Act 1985, 'the Act') up to an aggregate nominal amount of £202,721,761 provided that this authority shall expire on 15 March 2007 save that the Company may make an offer or agreement which would or might require such relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if this authority had not expired. This authority may at any time be removed, revoked or varied by ordinary resolution in general meeting, subject to Section 80 of the Act;

Certified:

  
.....  
Company Secretary  
30 May 2002

