THE COMPANIES ACT 1985 COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION of SHARELINK NOMINEES LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at Cannon House, 24 The Priory Queensway, Birmingham B4 6BS on the 19th day of December 1996, the following Resolution was passed as a Special Resolution:

SPECIAL RESOLUTION

THAT Messrs Deloitte & Touche be appointed as auditors of the Company in place of the retiring auditors, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company and that their remuneration be fixed by the directors.

DAVIÒ LEIGHTON JONES

CHAIRMAN

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