

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
RESOLUTIONS OF PRIMROSE STREET HOLDINGS LIMITED

Passed 13 March 2002

At an Extraordinary General Meeting of the above-named Company, duly convened and held on 13 March 2002, the following Resolutions were duly passed as Ordinary Resolutions

ORDINARY RESOLUTIONS

THAT:

- (a) The authorised ordinary share capital of the Company be increased from US\$6,000 to US\$6,000 and £25,000,000 by the creation of 25,000,000 new Ordinary Shares of £1.00 each; and
- (b) The Directors be and they are hereby generally and unconditionally authorised in accordance with section 80 Companies Act 1985 (the "Act") and in addition to any authority in accordance with the said section 80 contained in the Articles of Association of the Company and any other existing authority given in accordance with section 80 of the Act, to exercise all the powers of the Company to allot relevant securities (within the meaning of the said section 80) up to an aggregate nominal amount of £25,000,000 during the period commencing on the date of the passing of this Resolution and expiring on 13 March 2007 (both dates inclusive) but so that this authority shall allow the Company to make before the expiry of this authority offers or agreements which would or might require relevant securities to be allotted after such expiry and notwithstanding such expiry the Directors may allot relevant securities in pursuance of such offers or agreements.

By order of the Board,

For and on behalf of
F&C MANAGEMENT LIMITED

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Secretary *A. Morton* Secretary

