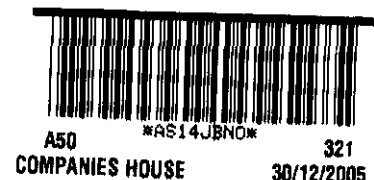


THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTION

- of -

THE DEPAUL TRUST



(Passed on 29 November 2004)

RESOLUTION

IT IS RESOLVED THAT with effect from 1 April 2005 the Articles of Association of the Company be amended as follows:

- (i) by the insertion at Article 1(a) of the following additional definition:

“the Foundation”

The Depaul Foundation (a company limited by guarantee registered in England and Wales under company number 5245818)”

- (ii) by the deletion of Article 3 and the substitution therefor of the following:

- “3. (a) Membership of the Company consists of those persons on the register of members of the Company on the date of the adoption of this Article 3 and is open to any person who applies to the Council in such form as the Council may from time to time specify and who is approved by the Council PROVIDED THAT no person shall be admitted to membership without the prior approval in writing of the Foundation.
- (b) One member of the Company shall be appointed by the Foundation.
- (c) The rights of a member shall not be transferable or transmissible.”

(iii) by the insertion at Article 7 of the following additional sub-paragraph (c):

“(c) in the case of a member appointed by the Foundation, the Foundation so directs;”

(iv) by the deletion of Articles 37 and 38 and the substitution therefor of the following:

“37. The Council of Management shall consist of no fewer than nine nor more than 17 persons of whom:

(a) The Trustees of the Foundation shall have power to appoint the majority of the Members of the Council (“the Foundation Council Members”), such appointments being notified to the Company in writing by the Chairman or Secretary of the Foundation;

(b) no fewer than two but no more than five, all of whom shall have been approved in writing in advance by the Foundation, shall be elected at Annual General Meetings of the Company in accordance with these Articles (“the Ordinary Council Members”); and

(c) one shall be nominated by each of the Passage, the Trustees of the Society and the Trustees of the Sisters (“the Nominated Council Members”), such appointments being notified to the Company in writing by the Chairman or Secretary of the relevant appointing body.

38. (a) Each Foundation Council Member shall continue as a member of the Council of Management until receipt by the Secretary of the Company of a written notice from the Foundation appointing a new Foundation Council Member in his or her place or directing his or her removal from the Council of Management or until he or she either dies or resigns as a member of the Council of Management.

- (b) Each Nominated Council Member shall continue as a member of the Council of Management until receipt by the Secretary of the Company of a written resolution of the relevant nominating body appointing a new Nominated Council Member in his or her place or until he or she either dies or resigns as a member of the Council of Management. ”;

(v) by the deletion of Article 46 and the substitution therefor of the following:

“46. (a) The office of Council Member shall be vacated if a Council Member:

- (i) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (ii) he ceases to be or is prohibited from being a member of the Council by virtue of any provision of the Act relating to the disqualification of Directors;
- (iii) becomes of unsound mind;
- (iv) resigns his office by notice in writing to the Company;
- (v) is convicted of any criminal proceedings (other than under the Road Traffic Act);
- (vi) shall for more than six months have been absent without permission of the Council from meetings of the Council held during that period; or
- (vii) if he undertakes an activity or so conducts himself in such a way as in the unanimous opinion of all the other members of the Council the interests of the Company would be prejudiced,

provided that neither paragraph (vi) nor paragraph (vii) above shall take effect until the Chairman shall have served notice on the Council Member concerned.

- (b) The Foundation may, in consultation with the Chairman of the Company, notify the Company of the withdrawal of its approval of any Council Member. Following receipt of a copy of such notification by the Council Member concerned, the Company and, in the case of a Nominated Council Members, by the relevant nominating body, the Council Member concerned shall tender his or her resignation as a Council Member.”

(vi) by the insertion after the words “recommended by the Council” in Article 51 of the words “and agreed in writing by the Foundation”;

(vii) by the deletion of Article 52 and the substitution therefor of the following:

“52. Subject to Article 37(a) the Council shall have power, at any time and from time to time, to appoint any person approved in writing by the Foundation to be an Ordinary Council Member either to fill a casual vacancy or as an addition to the existing Ordinary Council Members, but so that the total number of Ordinary Council Members shall not at any time exceed the number fixed in accordance with these Articles.”;

(viii) by the insertion after the words “another person” in Article 55 of the words “approved in writing by the Foundation”.

A handwritten signature in dark ink, appearing to read 'T.M.P. Kang L', is written over a horizontal dotted line.

Chairman