

THE COMPANIES ACTS

**THE CLIVEDEN TOWN HOUSE LIMITED**  
(the "Company")

PRIVATE COMPANY LIMITED BY SHARES

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**RESOLUTION IN WRITING**

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We, the undersigned, being all the members of the Company entitled to attend and vote at any general meeting of the Company in respect of the Resolution set out below, HEREBY AGREE, pursuant to s 381A Companies Act 1985, that the following resolution be passed as a Special Resolution of the Company:

**SPECIAL RESOLUTION**

That the articles of association of the company be and they are hereby amended by the insertion of a new clause 19(A) as set out below:

"19(A) Members of the Board or any Committee thereof may participate in a meeting of the Board or of such Committee (i) by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other or (ii) by means of a succession of telephone calls to directors from the Chairman of the Meeting, and any person participating in a meeting in this manner shall be deemed to be present in person at such meeting and, subject to these Articles and the Act, he shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is."

The date of the above Resolution is the date on which the last of us to sign it did so.



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for and on behalf of  
CLIVEDEN LIMITED

Date: *14 April* 1999

