

Company No. 2553782

**RESOLUTION OF "C" ORDINARY SHAREHOLDERS  
OF INTERCAPITAL COMMODITY SWAPS LIMITED**

At the Class Meeting of "C" Ordinary Shareholders of the Company held at Park House, 16 Finsbury Square, London EC2M 7DJ on 14 September 1998 the following Resolution was passed as a special resolution:-

**RESOLUTION**

THAT the Articles of Association of the Company be amended by:

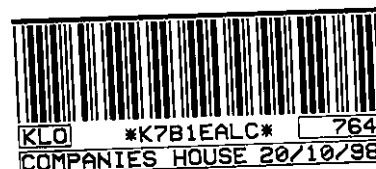
- (1) adding after the full stop at the end of Article 8(a) the following wording:-

"The Directors shall be required to register promptly any transfer of shares made in accordance with Article 9(o)."

- (2) adding as Article 9(o) the following:-

"Notwithstanding any other provision of these Articles, no restriction on transfer shall apply to any proposed transfer of shares pursuant to acceptance of an offer to acquire all the shares, or all the shares of any class, in the Company (other than shares which at the date of the offer are already held by the offeror and/or, to the extent the offeror so elects, persons acting in concert with the offeror), being an offer on terms which are the same in relation to all the shares to which the offer relates or, where applicable, all the shares of the same class, where the offeror will acquire pursuant to acceptances of the offer shares which (together with any other shares already held by the offeror and persons acting in concert with it) represent a majority of the issued shares, or of the issued shares of the relevant class. For the purpose of this Article "acting in concert" shall have the same meaning as for purposes of the City Code on Takeovers and Merger."

  
.....  
Chairman



Company No. 2553782

## RESOLUTION OF INTERCAPITAL COMMODITY SWAPS LIMITED

At the Extraordinary General Meeting of the Company held at Park House, 16 Finsbury Square, London EC2M 7DJ on 14 September 1998 the following Resolution was passed as a special resolution:-

### RESOLUTION

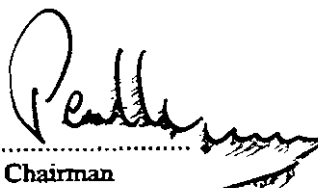
THAT the Articles of Association of the Company be amended by:

- (1) adding after the full stop at the end of Article 8(a) the following wording:-

"The Directors shall be required to register promptly any transfer of shares made in accordance with Article 9(o)."

- (2) adding as Article 9(o) the following:-

"Notwithstanding any other provision of these Articles, no restriction on transfer shall apply to any proposed transfer of shares pursuant to acceptance of an offer to acquire all the shares, or all the shares of any class, in the Company (other than shares which at the date of the offer are already held by the offeror and/or, to the extent the offeror so elects, persons acting in concert with the offeror), being an offer on terms which are the same in relation to all the shares to which the offer relates or, where applicable, all the shares of the same class, where the offeror will acquire pursuant to acceptances of the offer shares which (together with any other shares already held by the offeror and persons acting in concert with it) represent a majority of the issued shares, or of the issued shares of the relevant class. For the purpose of this Article "acting in concert" shall have the same meaning as for purposes of the City Code on Takeovers and Merger."



Chairman

**CONSENT OF "A" ORDINARY SHAREHOLDER**  
**INTERCAPITAL COMMODITY SWAPS LIMITED**

We, the undersigned, being the sole holder of "A" Ordinary Shares who at the date of this consent would be entitled to attend and vote at a Class Meeting of "A" Ordinary Shareholders of the Company, hereby consent to the passing of the following Resolution as a Special Resolution of the Company, which is proposed to be considered and, if thought fit, passed at an Extraordinary General Meeting of the Company on 14 September 1998:-

**RESOLUTION**


THAT the Articles of Association of the Company be amended by:

- (1) adding after the full stop at the end of Article 8(a) the following wording:-

"The Directors shall be required to register promptly any transfer of shares made in accordance with Article 9(o)."

- (2) adding as Article 9(o), the following:-

"Notwithstanding any other provision of these Articles, no restriction on transfer shall apply to any proposed transfer of shares pursuant to acceptance of an offer to acquire all the shares, or all the shares of any class, in the Company (other than shares which at the date of the offer are already held by the offeror and/or, to the extent the offeror so elects, persons acting in concert with the offeror), being an offer on terms which are the same in relation to all the shares to which the offer relates or, where applicable, all the shares of the same class, where the offeror will acquire pursuant to acceptances of the offer shares which (together with any other shares already held by the offeror and persons acting in concert with it) represent a majority of the issued shares, or of the issued shares of the relevant class. For the purpose of this Article "acting in concert" shall have the same meaning as for purposes of the City Code on Takeovers and Merger."

  
Intercapital Group Limited

Dated: 4<sup>th</sup> September 1998

**CONSENT OF "B" ORDINARY SHAREHOLDER**  
**INTERCAPITAL COMMODITY SWAPS LIMITED**

I, the undersigned, being the sole holder of "B" Ordinary Shares who at the date of this consent would be entitled to attend and vote at a Class Meeting of "B" Ordinary Shareholders of the Company, hereby consent to the passing of the following Resolution as a Special Resolution of the Company, which is proposed to be considered and, if thought fit, passed at an Extraordinary General Meeting of the Company on 14 September 1998:-

**RESOLUTION**


THAT the Articles of Association of the Company be amended by:

- (1) adding after the full stop at the end of Article 8(a) the following wording:-

"The Directors shall be required to register promptly any transfer of shares made in accordance with Article 9(o)."

- (2) adding as Article 9(o), the following:-

"Notwithstanding any other provision of these Articles, no restriction on transfer shall apply to any proposed transfer of shares pursuant to acceptance of an offer to acquire all the shares, or all the shares of any class, in the Company (other than shares which at the date of the offer are already held by the offeror and/or, to the extent the offeror so elects, persons acting in concert with the offeror), being an offer on terms which are the same in relation to all the shares to which the offer relates or, where applicable, all the shares of the same class, where the offeror will acquire pursuant to acceptances of the offer shares which (together with any other shares already held by the offeror and persons acting in concert with it) represent a majority of the issued shares, or of the issued shares of the relevant class. For the purpose of this Article "acting in concert" shall have the same meaning as for purposes of the City Code on Takeovers and Merger."

  
.....  
Paul Newman

Dated: 14 September 1998