



Company No.2693107

**SEEBOARD International Limited  
(the "Company")**

**COMPANY RESOLUTIONS**

At a general meeting of the above Company, held on 17 May 2001 the following resolutions were passed :

**ORDINARY RESOLUTION**

THAT the directors of the Company be and are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985, to exercise all powers of the Company to allot relevant securities (as defined in that section) up to the balance of the unissued share capital to such persons at such times and upon such conditions as the directors may determine (subject to the Articles of Association of the Company) for a period of five (5) years from the date on which this resolution is passed, save that the Company may before the end of such period make offers or agreements which would or might require relevant securities to be allotted after the end of such period and the directors may allot relevant securities in pursuance of such offers or agreements as if the authority conferred hereby had not expired.

**SPECIAL RESOLUTION**

THAT the directors of the Company be and are hereby empowered pursuant to section 95 of the Companies Act 1985 to allot equity securities (within the meaning of section 94 of such Act), pursuant to the authority conferred by the resolution above for cash as if section 89 (1) of such Act did not apply to any such allotments provided that this power shall expire at the end of the period of five (5) years from the date on which this resolution is passed, save that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired.

**SPECIAL RESOLUTION**

To amend the Articles of Association by:

(a) deletion of Article 51 and the insertion of the following in its place:

"51 If and for so long as the Company has only one Member, that Member present in person or by proxy or if that Member is a

corporation by a duly authorised representative shall be a quorum."


(b) insertion of a new Article as follows:

"65A(a) If and for so long as the Company has only one Member and that Member takes any decision which is required to be taken in General Meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in General Meeting save that this paragraph shall not apply to resolutions passed pursuant to Sections 303 and 391 of the Act.

(b) Any decision taken by a sole Member pursuant to paragraph (a) above shall be recorded in writing and delivered by that Member to the Company for entry in the Company's minute book."

(c) insertion of a new Article as follows:

"84A In any case where as the result of the death of a sole Member of the Company the Company has no Members and no Directors the personal representatives of such deceased member shall have the right by notice in writing to appoint a person to be a Director of the Company and such appointment shall be as effective as if made by the Company in General Meeting."

  
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**M A NAGLE**  
Company Secretary