

Company Number 2966483

THE COMPANIES ACT 1985

(As amended)

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF

MAINREVIEW LIMITED

Passed on 19th December 1996

At an Extraordinary General Meeting of Mainreview Limited, duly convened and held at BUPA House, 15-19 Bloomsbury Way, London WC1A 2BA on 19th December 1996, the following Resolutions were duly passed as SPECIAL RESOLUTIONS:-

SPECIAL RESOLUTIONS

(i) Increase in Authorised Share Capital of the Company

"THAT the authorised share capital of the Company be increased from £2,550 to £18,301,650 by the creation of 18,299,100 Ordinary shares of £1 each, ranking pari passu in all respects with the existing ordinary shares in the capital of the Company."

(ii) Authority to Allot Shares in accordance with S80 Companies Act 1985

"THAT the directors be and they are hereby and unconditionally authorised pursuant to S80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. Provided that the authority hereby given shall expire five years after the passing of this resolution unless previously renewed or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority."

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Secretary

