

Company Number: 2981031

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS
of
MERSEYSIDE SPECIAL INVESTMENT FUND LIMITED

At an extraordinary general meeting of the Company duly convened and held on [~~19...DECEMBER~~] 2000 the following resolution was duly passed .

SPECIAL RESOLUTIONS

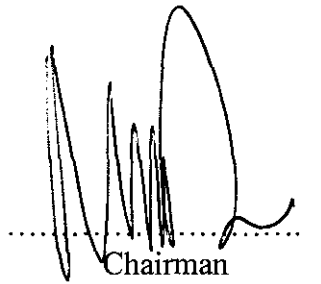
That the Articles of Association of the Company be and are hereby amended by the addition of the following new Article 11.

"11. Indemnity & Insurance

- 11.1 Subject to the provisions of and so far as may be permitted by Law, every Director, Secretary or other Officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him or her in the execution or discharge of his or her duties or in relation thereto including any liability incurred by him or her in defending any proceedings, civil or criminal, which relates to anything done or omitted or alleged to have been done or omitted by him or her as an Officer or employee of the Company and in which judgment is in his or her favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his or her part) or in which he or she is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him or her by the court. Regulation 118 shall not apply.
- 11.2 The Company may purchase and maintain for any Officer of the Company insurance against any liability which by virtue of any rule of law will otherwise



attach to him or her in respect of any negligence, default, breach of trust of which he or she may be guilty in relation to the company".

A handwritten signature in black ink, consisting of several vertical strokes and a large loop, positioned above a horizontal dotted line.

Chairman

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