

The Companies Act 1985
Company Limited by Shares
Resolutions
of
Westminer Acquisition (UK) Limited

By resolutions in writing of the Company passed by the sole member on 30 May 1996 the following Resolutions were duly passed:

Ordinary Resolutions


It is hereby resolved:

- 1** that the capital of the Company be increased by U.S.\$400,000,000 beyond the registered capital of £50,000,000 and U.S.\$100,000,000 by the creation of a further 400,000,000 ordinary shares of U.S.\$1 each to rank pari passu in all respects with the existing ordinary shares of U.S.\$1 each and £1 each in the capital of the Company.
- 2** that:
 - 2.1** the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 and 80A of the Companies Act 1985 (as amended) to exercise for an indefinite period all the powers of the Company to allot relevant securities up to the aggregate nominal amount of U.S.\$435,528,000; and
 - 2.2** words and meanings defined in or for the purposes of the said Section 80 shall have the same meanings in this Resolution.

Special Resolution

- 3** that the Articles of Association of the Company be and are hereby altered by deleting the existing Article 2 and substituting therefor the following new Article 2:

"2 The share capital of the Company as at 30 May 1996 is £50,000,000 divided into 50,000,000 ordinary shares of £1 each and U.S.\$500,000,000 divided into 500,000,000 ordinary shares of U.S.\$1 each."


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For Hackwood Secretaries Limited
Secretary

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