

COMPANY NUMBER: 3008987

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF



UCB DUMFRIES PENSION TRUST LIMITED

passed on **9th DECEMBER** 2005

Pursuant to section 381A of and schedule 15A to the Companies Act 1985 (as amended), I the undersigned, being the sole member of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, hereby pass the following resolution as a written resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a general meeting duly convened and held.

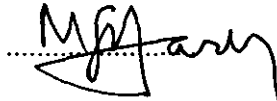
WRITTEN RESOLUTION

That the articles of association of the Company be amended by:-

1. the addition of the following definitions to article 2:-

"Active Member"	means any person who is for the time being in pensionable service under the Scheme;
"Deferred Member"	means a Member who has left the membership of the Scheme and is entitled to preserved benefits under the Scheme, payable from his or her normal retirement age;
"Member"	means any person who is for the time being an Active Member, Deferred Member or Pensioner Member;
"MND Regulations"	means The Occupational Pension Schemes (Member Nominated Trustees and Directors) Regulations 1996, as amended or replaced by new legislation Code of Practice from time to time;
"Pensioner Member"	means any person in the membership of the Scheme who, in respect of his pensionable service under it or by reason of transfer credits (within the meaning of section 124(1) of the Pensions Act), is for the time being entitled to the present payment of pension or other benefits from it;
"Pensions Act"	means the Pensions Act 1995;
"Scheme"	means the UCB Dumfries Pension Scheme;

2. Any terms used in the Memorandum and Articles of Association that are not defined in article 2 shall be interpreted as those terms defined in the governing trust documents and rules as may apply to the UCB Dumfries Pension Scheme
3. the deletion of Articles 23 to 27 and the substitution therefore of the articles attached at Schedule 1.

A handwritten signature in black ink, appearing to read 'M. G. H. Arny', is written over a horizontal dotted line.

UCB (Investments) Limited

9 December 2005

SCHEDULE 1

23. The Directors shall ensure that all necessary steps are taken to ensure compliance with the MND Regulations.

24. Subject as herein otherwise provided, the office of a Director shall be vacated:

24.1 If an order in bankruptcy is made against him

24.2 If he be found incapable, in the opinion of the trustee board, of continuing office due to mental or physical ill-health.

24.3 If he becomes prohibited from being a Director by any order made under the provisions of the Statutes.

24.4 If by notice in writing given to the Company he resigns his office

24.5 If, subject to compliance with the MND Regulations, he is removed as a director by notice in writing from UCB(I)

24.6 If, he becomes prohibited from holding such office by reason of any order made under Company Directors Disqualification Act 1986, as amended from time to time.

24.7 If, he ceases to hold office by virtue of any provisions of the Statutes.

24.8 In any other case where compliance with any relevant legislation or directors of The Pensions Regulator so requires.