

The Companies Acts 1985 to 1989

Written Resolutions of Sole Member of Computershare Limited Company Number 3015818

Pursuant to Article 53 of Table A of the Articles of Association of the Company, the following resolutions have been agreed by the undersigned being the sole member for the time being of the Company:-

1. Ordinary Resolution to increase share capital

THAT, in accordance with section 121 of the Companies Acts 1985 to 1989 and Article 32 of Table A of the Company's Articles of Association, the authorised share capital of the Company be increased to 100 million shares of £1.00 each by the creation of 90,000,000 shares of £1.00 each and that the Memorandum of Association be amended accordingly.

2. Ordinary resolution to authorise allotment of share capital

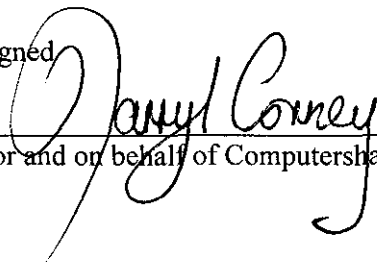
THAT, in accordance with section 80 of the Companies Acts 1985 to 1989, the Directors of the Company be and are hereby generally authorised to exercise all powers of the Company to allot relevant securities up to the aggregate nominal value of the shares referred to in resolution (1.) above at any time or times during the period of five years from the date hereof on which date the authority given by this resolution shall expire and such authority shall allow the Company to make an offer or agreement before the expiry of the authority which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of the authority.

3. Special resolution to disapply pre-emption rights

THAT the Directors of the Company be and are hereby empowered pursuant to section 95 of the Companies Acts 1985 to 1989 to allot equity securities (within the meaning of section 94, as defined for the purposes of section 95, of the Companies Acts 1985 to 1989) for cash pursuant to the authority conferred by resolutions (2.) above as if section 89(1) of the said Act did not apply to such allotment.

Dated 13/10/00

Signed



For and on behalf of Computershare Limited (ACN 005 485 825)

