

Company No: 3015818

THE COMPANIES ACTS 1985 to 1989
PRIVATE COMPANY LIMITED BY SHARES

COMPUTERSHARE LIMITED

WRITTEN RESOLUTIONS OF SOLE MEMBER

Pursuant to clause 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 of the Company:-

1. *Ordinary Resolution to increase share capital*

THAT, in accordance with section 121 of the *Companies Acts 1985 to 1989* and clause 32 of Table A of the Company's Articles of Association, the authorised share capital of the Company be increased to 10 million shares of £1.00 each by the creation of 9,999,000 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 hereby are generally authorised to exercise all the powers of the Company to allot relevant securities up to the aggregate nominal value of the shares referred to in resolution (1) above any time or times during the period from the date on which this resolution is passed up to and including 29 June 2003 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 they 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 resolution (2) as if section 89(1) of the said Act did not apply to any such allotment.

Signed
For and on behalf of Computershare Limited
(ACN 005485825)

Dated 30/06/1998

