

Company number: 3312633

SECTION 381A COMPANIES ACT 1985

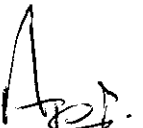
EWBANK PRODUCTS LIMITED ('the Company')

WRITTEN RESOLUTION

WE, being all the members of the Company entitled to attend and vote at a general meeting of the Company, hereby resolve as follows:-

Amendment of Written Resolution filed on 28.02.03 (the "Written Resolution")

1. That paragraph 1 of the Written Resolution was intended to and did re-organise the authorised share capital of the Company so that it became £104,600 divided into 260,010 deferred shares of 1 penny each, 19,999 A ordinary shares of 10 pence each, 40,000 A ordinary shares of £1 each and 60,000 ordinary shares of £1 each :
2. For the avoidance of doubt, to the extent that paragraph 1 of the Written Resolution only referred to the creation of 260,000 deferred shares of 1 pence each, it is confirmed that 260,010 deferred shares of 1 pence each should have been and are converted from a corresponding number of preference shares of 1 pence each.


.....
Anthony Turner

Date 26.03.03

.....
For and on behalf of 3i Group plc

Date

Note

Under the Companies Act 1985 (as amended) the directors and the secretary of the Company should send a copy of this resolution to the Company's auditors or otherwise notify them of its contents at or before the time that it is sent to any member for signature. A failure to do this does not affect the validity of the resolution but is a criminal offence punishable with a fine.



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