

Company Number: 3340555

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN SPECIAL RESOLUTION

of

RIVERSIDE CROYDON LIMITED (the Company)

(passed on 25 February, 2004)

We, the sole member of the Company who have signed below, being the holder of all the issued share capital of the Company, pass the following resolutions:

23. **THAT** the Company's Articles of Association be amended by the addition of the following Article as new Article 4A to be inserted immediately after Article 4:

"4A. Notwithstanding anything contained in these Articles, the Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer:

- (ooo) is to any bank or institution to which such shares have been pledged or charged by way of security, or to any nominee of such a bank or institution (a **Secured Institution**); or
- (ppp) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
- (qqq) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not."

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For and on behalf of

RIVERSIDE LIMITED

Date: 25th February, 2004



Certified a true copy

M. Lyson

Assistant Secretary