

23 May 2003

EUROPEAN VENTURE PARTNERS LIMITED

("the Company")

Company Number 03521606

RESOLUTION IN WRITING

Resolution of the above Company in writing by the sole member for the time being entitled to receive notice of and to attend and vote at General Meetings (or in the case of corporations by their duly authorised representatives) passed pursuant to the Articles of Association of the Company and Section 381A of the Companies Act 1985 and all other powers in that behalf.

SPECIAL RESOLUTION

That:-

1. Article 13.2 of the Articles of Association of the Company, which currently reads as follows:

"Regulation 89 of Table shall not apply. The quorum for the transaction of business of the directors shall be five, a minimum of one of whom shall be appointed by Dresdner Kleinwort Wasserstein Limited ("DrKW"), provided that DrKW continue to hold at least 5% of the issued ordinary shares in the capital of the Company's parent company."

shall be amended to read as follows:

"Regulation 89 of Table A shall not apply. The quorum for the transaction of business of the directors shall be any two directors."

2. The reference to Article 7.1 in Article 9.2 be amended to a reference to Article 9.1.

DATED - 30/05/03

SIGNED -



For and on behalf of

EUROPEAN VENTURE PARTNERS (HOLDINGS) LIMITED

