

Registered No: 3548695

**THE COMPANIES ACT 1985
WRITTEN RESOLUTION
of
CSTIM LIMITED
(the "Company")**



(Effective 30 November 2001)

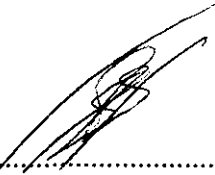
The following resolution was duly agreed to by the members of the Company pursuant to regulation 53 of Table A in the Schedule to the Companies (Table A to F) Regulations 1985 (as amended) (as incorporated in the Company's articles of association) as a Special Resolution with effect from 30 November 2001:

SPECIAL RESOLUTION

THAT the articles of association of the Company be altered by:

- 1 inserting the words "or to the trustee(s) for the time being of the employees' share scheme constituted by a trust deed dated 30 November 2001 and known as "The CSTIM Employees' Share Trust" (hereinafter called the "Trustee") or other Members of the Company or a third party pursuant to and in accordance with Article 19A 1 hereof" after the words "pursuant to Article 6(a) hereof" in the first sentence of Article 9;
- 2 deleting the words "the Company" and substituting therefor the words "the Trustee" in the following articles:
 - (a) 19A 1 – end of article, after "for sale to";
 - (b) 19A 2 – first sentence, after "offer his shares for sale to";
 - (c) 19A 2(2)(c)(i) – first sentence, after "a member offers his shares for sale to" and again after "and the date upon which";
 - (d) 19A 2(4)(a) – first sentence, before ",pursuant to Article 6(a)", and at the beginning of the second sentence, before "shall however have up to 180 days";
 - (e) 19A 2(4)(b) – first sentence, after "Should";
 - (f) 19A 2(4)(d) – end of article after "they were to either";
 - (g) 19A 2(7) – first sentence, after "Any amounts due to any member by";
- 3 Article 19A (4)(b) – deletion of the second sentence in its entirety and the substitution therefor of the following sentence: "The Trustee shall only be entitled to decline to purchase the Shares if the Company informs the Trustee that the

Company will not lend or otherwise make available to the Trustee sufficient funds to enable the Trustee to purchase such Shares; and the Company shall only so inform the Trustee if the Company considers that it is in the Company's best interests not to lend or otherwise to make available to the Trustee such funds."

A handwritten signature in dark ink, consisting of several overlapping loops and strokes, positioned above a horizontal dotted line.

CHAIRMAN