

Registered Number: 3636853

THE COMPANIES ACTS  
**BROADHEATH INVESTMENTS LIMITED**  
**(the "Company")**

PRIVATE COMPANY LIMITED BY SHARES

**SHAREHOLDERS' WRITTEN RESOLUTION**  
**PURSUANT TO CLAUSE 53 IN TABLE A (WHICH CLAUSE IS EMBODIED IN**  
**THE ARTICLES OF ASSOCIATION OF**  
**THE COMPANY)**

We, the undersigned, being the sole member of the Company who, at the date of this resolution, is entitled to attend and vote at a general meeting of the Company HEREBY RESOLVE in writing pursuant to Clause 53 in Table A (which clause is embodied in the Articles of Association of the Company) as follows:-

1. that the provisions of Article 5.1 of the Company's Articles of Association requiring shares which are to be issued to first be offered to existing members in proportion to the number of existing shares held by them respectively shall not apply to the issue of 75,332,020 shares of £1 each in the existing authorised but unissued share capital of the Company provided that such issue shall be carried out within 30 days of the date of this Resolution.

Dated ..... 30<sup>th</sup> December 1998 .....

Signed by  
as duly appointed attorney  
for and on behalf of  
Investec Finance SA

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