

No. of Company 3660593

## The Companies Acts 1985 To 1989

### Private Company Limited By Shares

#### Resolution Of Lombard IT Vendor Finance Limited

On the 26 August 2003, the following RESOLUTIONS IN WRITING (such Resolutions to have effect as Special Resolutions) were duly passed by the sole member of the Company entitled to attend and vote at a general meeting of the Company pursuant to Section 381A, Companies Act 1985 (as amended):-

#### *Special Resolutions*

THAT the following paragraph be hereby approved and adopted as Clause 10 of the Articles of Association of the Company in substitution for and to the exclusion of the existing Clause 10 of the Articles of Association of the Company: "The Chairman of the Board of Directors shall preside as chairman at every general meeting of the Company or, if the Chairman is not present within fifteen minutes after the time appointed for holding the meeting or if he is not willing to act, any Director present may preside as chairman. If no Director is present the members shall elect one of their number to be chairman. The chairman shall not have a second or casting vote."

THAT the following paragraph be hereby approved and adopted as Clause 21 of the Articles of Association of the Company in substitution for and to the exclusion of the existing Clause 21 of the Articles of Association of the Company. "There shall be a Chairman of the Board of Directors who shall be appointed and replaced by written notice given by or on behalf of the Shareholder. The Chairman shall remain as Chairman for the period of one year or such period as the Shareholder may agree."



A M Cunningham  
Company Secretary