

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**

**NPI LIMITED**  
**Company No. 3725037**

**Special Resolution**

In accordance with section 381A of the Companies Act 1985, the undersigned, being the only 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 resolves that the following amendments be made to the Articles of Association of the Company:-

1. Clause 1(2) be deleted in its entirety and Clause 1(3) be renumbered as 1(2).
2. Clause 22(2) be deleted in its entirety and Clause 22(3)(i) and 22(3)(ii) be renumbered as 22(2)(i) and 22(2)(ii) respectively.
3. Clause 22(2) (as renumbered pursuant to resolution 2) be amended by deleting the introductory words " Without prejudice ....of this Article" and replacing them with the following words: "Without prejudice to paragraph (1) of this Article:"
4. Clause 24(2) be deleted in its entirety.
5. Clause 32(A) be deleted in its entirety.
6. Clause 38(1) be amended by deleting the words in the first line "and paragraph (2) of this Article".
7. Clause 38(2) be deleted in its entirety.

Dated this 26 day of November 2004

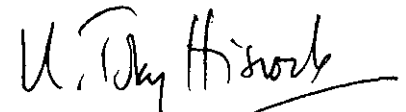
Name

Address

Signature

HHG PLC

4 Broadgate London EC2M 2DA



For and on behalf of HHG PLC

