

MELLON EUROPE LIMITED

("the Company")

Ordinary Resolution passed by a written resolution of all the members in the capital of the Company entitled to attend and vote at general meetings of the Company pursuant to the rights conferred on such members by the Articles of Association of the Company.

ORDINARY RESOLUTION

We, the undersigned, being all the holders of 50,000,000 Ordinary Shares of £1 each in the capital of the Company, hereby resolve by way of ordinary resolution to increase with effect from the date hereof the authorised share capital of the Company by the creation of an additional 23,630,100 Ordinary shares of £1 each to rank pari passu with the existing authorised share capital of 50,000,000 Ordinary shares of £1 each.

Dated 27th December 2002

Signed



Duly authorised for and on behalf of
Neptune LLC

