

MELLON EUROPE LIMITED

("the Company")

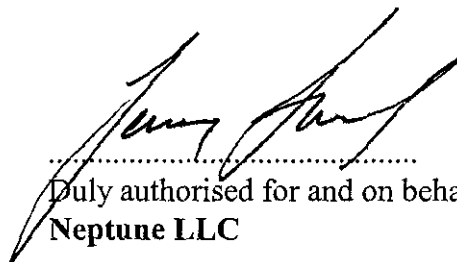
Ordinary Resolution passed by a written resolution of all the members in the capital of the Company entitled to attend and vote at general meetings of the Company pursuant to the rights conferred on such members by the Articles of Association of the Company.

ORDINARY RESOLUTION

We, the undersigned, being all the holders of 73,630,100 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 5,000,000 Ordinary shares of £1 each to rank pari passu with the existing authorised share capital of 73,630,100 Ordinary shares of £1 each, with effect from 7th July 2003.

Dated 16th September 2003

Signed


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Duly authorised for and on behalf of
Neptune LLC

JEREMY N. C. BASSIL

