

Company No. 3755033

MELLON EUROPE LIMITED
("the Company")


WRITTEN RESOLUTIONS OF THE COMPANY

The Company unanimously adopted the following resolutions as Ordinary resolutions on 29 December 2004:

1. ORDINARY RESOLUTIONS

- 1.1 **THAT** the authorised share capital of the Company be and is hereby increased by the creation of an additional 9,868,913 Ordinary shares of £1 each and 1,810,203 Ordinary shares of US\$1 each to rank pari passu with the existing authorised share capital of 117,063,359 Ordinary shares of £1 each and 82,063,282 Ordinary shares of US\$1 each, with immediate effect.
- 1.2 **THAT** the Directors be and are hereby authorised (with such authority expiring five years from the date of this resolution) to allot any of the authorised but unissued share capital of the Company pursuant to section 80 of the Companies Act 1985.

Certified to be a True Copy


.....
Jenny Striker
Company Secretary

