



THE COMPANIES ACT 1985

ANS 2000 LIMITED (the "COMPANY")

(Company Number 3858303)

WRITTEN RESOLUTIONS OF THE SOLE MEMBER OF THE COMPANY
PASSED IN LIEU OF A GENERAL MEETING

We, being the sole member of the Company who would, at the date of this resolution, have been entitled to vote upon it as if it had been proposed at a general meeting at which we were present, hereby resolve in writing to pass the following Resolutions as Special Resolutions of the Company:

1. **THAT** the Directors are authorised to approve the terms of and the transactions contemplated by the following documents (together the "**Finance Documents**"):

- (a) an accession letter to a facilities agreement relating to the provision of term loan facilities of up to £130,000,000 and an overdraft facility of up to £2,000,000 made between ANS 2003 PLC (1), Barclays Capital as co-ordinator (2), Barclays Bank PLC, Fortis Bank S.A./N.V., and the Governor and Company of the Bank of Scotland as lenders (3), Barclays Bank PLC as agent (4), Barclays Bank PLC as overdraft bank (5), Barclays Bank PLC as development monitoring bank (6) and Barclays Bank PLC as security trustee (the "**Security Trustee**") (7) (the "**Facilities Agreement**") whereby the Company agrees to become a Guarantor (as defined in the Facilities Agreement) and to be bound by the terms of the Facilities Agreement; and
- (b) a debenture to be entered into between the Company as chargor (1) and the Security Trustee (2) pursuant to which the Company will create a fixed and floating charge over all of its property, assets and undertaking in support of the obligations of the Security Trustee and other Secured Parties (as defined therein),

and to resolve to execute the Finance Documents to which the Company is expressed to be a party, authorise a specified person or persons to execute those Finance Documents on the Company's behalf and authorise a specified person or persons to sign and/or despatch on the Company's behalf all documents and notices to be signed and/or despatched by the Company under or in connection with those Finance Documents, and further that the giving of financial assistance, as defined in Section 152(1)(a) of the Companies Act 1985, by the Company pursuant to its obligations under the Finance Documents is hereby approved.

2. **THAT** the existing Articles of Association of the Company be amended by the insertion of the following Article 2A:

"2A. TRANSFER OF SHARES

2A1. Notwithstanding anything otherwise provided in these Articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions

applicable to, share transfers, or otherwise), the directors shall not decline to register any transfer of shares nor suspend registration thereof:

- (a) where such transfer is in favour of a person who has made or is proposing to make loan facilities available to the Company or to any person of which the Company is a subsidiary (as defined in section 736 of the Companies Act 1985) (a "Lender") or in favour of any nominee of a Lender and the transfer is as contemplated by, or pursuant to, any mortgage or charge of shares or any call or other share option granted in favour of the Lender; or
- (b) where such transfer is by or on behalf of a Lender or any nominee of a Lender in favour of any third party upon disposal or realisation of shares following the Lender having become entitled to exercise or enforce its rights under any such mortgage, charge, and/or call or other option

and a certificate by a director or secretary of the Lender that the relevant transfer is within paragraph (a) or (b) above shall be conclusive evidence of that fact."

Dated: 23 December 2003

Signed

For and behalf of:

ANS 2003 PLC