

Company No: 3974061

**THE COMPANIES ACTS 1985 AND 1989**

**COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**of**

**WILMSLOW (NO.6) GENERAL PARTNER LIMITED**

**("Company")**

We, being all the members of the above named company entitled to attend and vote at general meetings of the Company unanimously pass the following resolution pursuant to section 381A Companies Act 1985 which shall, for all purposes, be as valid and effective as if the same had been passed at a general meeting of the company duly convened and held.

**SPECIAL RESOLUTION**

IT IS RESOLVED THAT the articles of association of the Company be amended by:

- (1) the addition of a new sub-clause (c) to the definition in Article 1.2 of "Associate", as follows:  
  
" (c) in relation to BFNL as the "B" Shareholder, also means any occupational pension scheme existing for the benefit of employees or former employees of BT Group Plc (formerly British Telecommunications Plc) and/or of any one or more bodies corporate which may at any time have de-merged from BT Group Plc or of Consignia Plc (formerly the Post Office) or any fund, collective investment scheme, limited partnership, body corporate or unincorporated body of persons controlled directly or indirectly by any such occupational pension scheme, or any trustee (or such other person or body of persons in a fiduciary or representative capacity) of any such occupational scheme, fund, collective investment scheme, limited partnership, body corporate or unincorporated body of persons;"
- (2) the deletion of sub-clause (b) to the definition in Article 1.2 of "Relevant Limited Partner" and it is replacement as follows:  
  
" (b) in the case of Britel Fund Nominees Limited as the "B" Shareholder, Britel Fund Trustees Limited, as trustee for the BT Pension Scheme;"

Dated: 27 September 2002

For and on behalf of

Cavemont Pty Limited

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For and on behalf of

Birmingham Central Properties Limited

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