

Annual General Meeting - 10 December 2002

Copy of Special Resolutions Passed

THAT the Articles of Association of the Company be amended by the substitution for the existing Section 4.5 of Appendix 1 to the Articles of Association of the Company of the following:

- 4.5 *Except as otherwise expressly provided in these Articles of Association, without the prior written consent of the holders of 75% in nominal value of the B ordinary shares, it shall not be possible for shares or Loan Stock to be transferred in proportion other than those comprising a Unit. Where a separate transfer of shares or Loan Stock, other than as a Unit, is allowed pursuant to these Articles of Association, such transfer shall take place in accordance with the procedures for the transfer of Units described herein, except that in such case, the term "Units" shall be deemed to mean Units, shares or Loan Stock or any combination thereof, as applicable. Absent an express provision of these Articles of Association to the contrary, any transfer of shares or Loan Stock, whether as a part of a Unit or otherwise, must comply with the rules and requirements set forth in these Articles of Association, including, without limitation, Rules 4.6 and 4.7 hereof.*

THAT the Articles of Association of the Company be amended by the substitution for the existing Section 10.4 to the Articles of Association of the Company of the following:

- 10.4 *Without the prior approval of a majority of the board and the prior written approval of the holders of 75% in nominal value of the B ordinary shares, the directors may not register any transfer of A ordinary shares or B ordinary shares (except in accordance with article 6 or on the transfer of any B ordinary shares to PVCIP) by a member who also holds A Loan Stock or C Loan Stock respectively unless, at the same time and as part of the same transaction, such member also transfers to the transferee of the A ordinary shares or B ordinary shares (as the case may be) such proportionate amount of the A Loan Stock or C Loan Stock (as the case may be) he holds as represents the proportionate amount of the A ordinary shares or B ordinary shares (as the case may be) he transfers compared to his aggregate A ordinary share holding immediately prior to such transfer.*

THAT the Articles of Association of the Company be amended by the substitution for the existing Section 11.6 to the Articles of Association of the Company of the following:

11.6 Transfers with shareholder or Board and 3i approval

*Notwithstanding any other provisions of these articles a transfer of any shares approved by either (i) the holders of 50%+1 of the A ordinary shares and the holders of 50%+1 of the B ordinary shares ; or (ii) a majority of the Board and a majority of the holders of 75% in nominal value of the B ordinary shares may be made without restriction as to price or otherwise and any such transfer shall be registered by the directors.*



THAT the Articles of Association of the Company be amended by the substitution for the existing definition of Annual Valuation Per Share to the Articles of Association of the Company of the following:

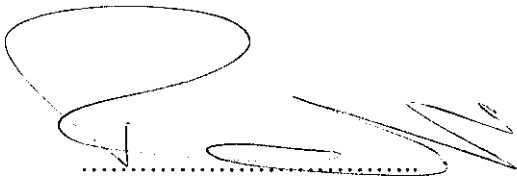
*'Annual Valuation Per Share'*

*the annual valuation (for the purposes of Dealing Days as defined in Appendix 1 to these Articles) shall be established by the Company's Management Board (as defined in Appendix 1 to these Articles) upon advice by the Company's auditors and subject to prior approval by the holders of 75% in nominal value of the B ordinary shares;.*

THAT the Articles of Association of the Company be amended by the substitution for the existing definition of Privileged Relations to the Articles of Association of the Company of the following:

*'Privileged Relations'*

*the spouse, former spouse or widow or widower of the member and the member's children and grandchildren (including step and adopted children and their issue) and step and adopted children of the member's children.*

A handwritten signature in dark ink, consisting of a large, stylized 'S' shape followed by a series of loops and a final flourish.

Chairman