

**RCD1 LIMITED**

**MEMBER'S WRITTEN RESOLUTION**

We, the undersigned, being the sole member of the Company who (at the date hereof) would have been entitled to vote upon the resolution set out below if it had been proposed at a general meeting at which we were present, hereby agree:-

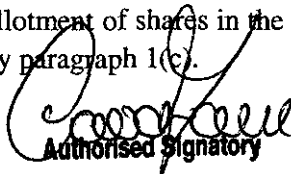
- (a) pursuant to regulation 53 of Table A (adopted by article 1.1 of the Company's articles of association) to the passing of the resolution set out below (which would otherwise be required to be passed as a special resolutions) by way of written resolution; and
- (b) to every variation or abrogation of the rights attaching to any class of shares of which we are a holder involved in or requisite to give effect to such resolutions.

**RESOLUTION**

**THAT:-**

1.

- (a) each share in the capital of the Company be redesignated and re-classified as an ordinary share of £1.00;
- (b) the authorised share capital of the Company be increased to £110,000 by the creation of an additional 109,000 ordinary shares of £1.00 each identical to and ranking pari passu with the existing ordinary shares of £1.00 each of the Company.
- (c) the directors be generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) up to an aggregate nominal amount of £110,000. This authority shall expire on the fifth anniversary of this resolution save that the Company may before such expiry make offers or agreements which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offers or agreements as if the authority conferred hereby had not expired. This authority shall be in substitution for and shall replace any existing authority pursuant to the said section 80 to the extent not utilised at the date this resolution is passed.
- (d) article 2.2 of the articles of association of the Company should not apply to any allotment of shares in the capital of the Company pursuant to the authority conferred by paragraph 1(c).

  
Authorised Signatory

  
Authorised Signatory

for and on behalf of

**Guinness Flight Trustees S.A.R.L.**

(as trustee of The Richard Clive Desmond N&S No.1 Settlement, The Richard Clive Desmond N&S No.2 Settlement, The Richard Clive Desmond N&S No.3 Settlement and The Richard Clive Desmond PRL Settlement)

Date: **27** October 2000

