

No. 04129061

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

Special Resolutions

of

TDWSCH Holding Company Limited

At an extraordinary general meeting of the Shareholders of the Company duly convened and held on 10 May 2001 the following Resolutions were duly passed as a Special Resolutions:

Special Resolution

That:

- (a) the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for the period ending on 30 April 2005 all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £100,000,000,
- (b) in addition to the authorisation contained in (a) above, the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for the period ending on 30 April 2005 all the powers of the Company to allot additional A Shares up to a nominal amount not exceeding £50,000,000 and to allot additional B Shares up to a nominal amount not exceeding £50,000,000;
- (c) pursuant to and during the period of these said authorities the Directors be empowered to allot equity securities wholly for cash as if Section 89(1) of the said Act did not apply to any such allotment;
- (d) by such authorities and powers the Directors may during such period make offers or agreements which would or might require securities to be allotted after the expiry of such period; and
- (e) words and expressions defined in or for the purposes of Part IV of the said Act shall bear the same meanings herein.



CONFORMED COPY

Special Resolution

That notwithstanding anything in the Articles of Association James Leonard and John Gardner are eligible for immediate appointment as A Directors of the Company and Joseph N Barra and Ken Dowd are eligible for immediate appointment as B Directors of the Company.

E N Niklas
Company Secretary

Bharat Masrani
Chairman