

# WITT (UK) LTD

Company number 4408889

The Companies Act 1985-1989

## Resolution of Witt (UK) Ltd

We, the undersigned, being all the members of the above named Company, entitled to receive notice of and to attend and vote at General Meetings :

HEREBY PASS the following Special Resolutions and agree that the said resolutions 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.

IT IS RESOLVED :

1. That the authorised share capital of the Company be increased from €7,800,000 to €12,100,000 by the creation of 4,300,000 new Ordinary Shares of €1 each ranking in all respects pari passu with the 7,800,000 Ordinary Shares of €1 each in the Capital of the Company.
2. That the Directors of the Company be authorised to issue 4,300,000 of the Ordinary Shares in the following proportions.

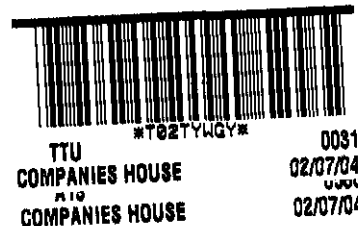
Witt Beteiligungs-Verwaltungsgesellschaft International mbH

3,225,000 Ordinary Shares

Grattan PLC

1,075,000 Ordinary Shares

Subject in each case to payment in full.



Dated 11<sup>th</sup> June 2004

Signed

For and behalf of  
Witt Beteiligungs-Verwaltungsgesellschaft  
International mbH

For and behalf of  
Grattan plc

*Certified to be a true copy of the original.*

*30th June 2004.*

*A. LORD, Company Secretary.*