

2302

MONTAGU MANAGEMENT LIMITED

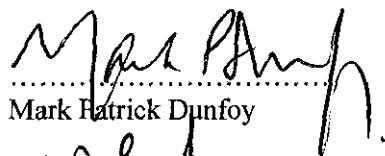
**Written Resolution of the Company
pursuant to section 381A of the Companies Act 1985**

WE, the undersigned, being all the members of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company HEREBY PASS the following written resolution as a special resolution of the Company *dated 15 June 2005*

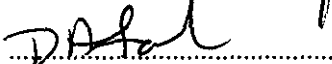
THAT the Articles of Association of the Company be amended by the removal of Article 20 and the addition of the following words in its place:

- "20.1 This Article 20 shall have effect, and any indemnity provided by or pursuant to it shall apply, only to the extent permitted by, and subject to the restrictions of, the Act. It does not allow for or provide (to any extent) an indemnity which is more extensive than as permitted by the Act and any such indemnity is limited accordingly. This Article is also without prejudice to any indemnity to which any person may otherwise be entitled.
- 20.2 The Company shall indemnify every person who is a director, the secretary or another officer of the Company (other than an auditor) out of the assets of the Company from and against any loss, liability or expense incurred by him or them in relation to the Company.
- 20.3 The directors may purchase and maintain insurance at the expense of the Company for the benefit of any such director, secretary or other officer and they may provide any such person with funds to meet expenditure incurred or to be incurred by him in defending any criminal or civil (including regulatory) proceedings or in connection with an application under any of sections 144(3), 144(4) or 727 of the Act."

Dated



Mark Patrick Dunfoy



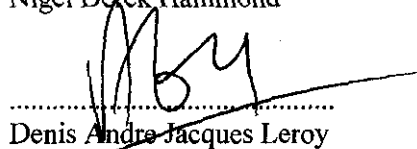
David Allan Farley



Philip Walter Goodwin



Nigel Derek Hammond



Denis Andre Jacques Leroy



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COMPANIES HOUSE

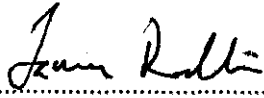
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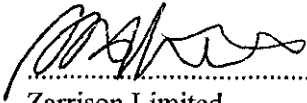
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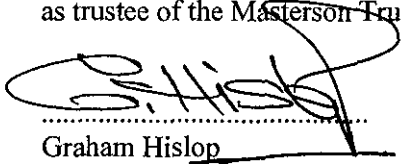
James Roddis



Zarrison Limited
as Trustee of the Philip
Goodwin Retirement
Benefits Scheme



Christopher Mary Masterson
as trustee of the Masterson Trust



Graham Hislop
as trustee of the Masterson Trust

13 June 2005.