

No: 4718888

THE COMPANIES ACT 1985 (AS AMENDED)

Company limited by shares

RESOLUTIONS

of

TRUSHELFCO (NO.2953) LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held on
21st January 2004 the following resolutions were passed, resolutions 1 and 2 as special
resolutions and resolutions 3 and 4 as ordinary resolutions:

SPECIAL RESOLUTIONS

1. That the name of the Company be changed to ~~Goldman Sachs Capital Investments Limited.~~ *FOR INFO ONLY.*
2. That the objects of the Company be altered by the deletion of sub-clauses 3.1 to 3.5 (inclusive) of its memorandum of association and the substitution therefor of the following new sub-clauses:
 - "3.1. To carry on business as an investment company and to invest money of the company in any investments and to acquire, hold, sell or otherwise engage in transactions involving investments, currencies or other financial assets.
 - 3.2. To carry on business as a general commercial company and to carry on any trade or business whatsoever.
 - 3.3. To acquire any estate or interest in and to take options over, construct, develop or exploit any property, real or personal, and rights of any kind and the whole or any part of the undertaking, assets and liabilities of any person and to act as a holding company.
 - 3.4. To provide services of all descriptions.
 - 3.5. To lend money, and grant or provide credit and financial accommodation to any person and to deposit money with any person."



ORDINARY RESOLUTIONS

3. That the authorised share capital of the Company be increased to £350,000,000 by the creation of 349,999,900 additional Ordinary Shares of £1 each.
4. That, pursuant to section 80 of the Companies Act 1985, the directors be authorised generally and unconditionally to allot relevant securities (as defined in section 80 of the Companies Act 1985) up to an aggregate nominal amount of £349,999,998 provided that this authority, unless renewed, shall expire on the date five years from the date on which this resolution is passed save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot the relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.



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Chairman of the meeting