

No. 4984399

**T J HUGHES (HOLDINGS) COMPANY LIMITED**

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

On 10 January 2005, the following resolution was passed as a written resolution:

**RESOLUTION**

THAT the articles of association of the Company be amended by:

- 1            *Inserting the following definition in the existing Article 1.1 thereof:*  
  
          **Original Subscription Date:** either (i) in respect of any shareholder who was registered as a member in respect of Sale Shares on 10 December 2003, means 14 November 2003 or (ii) in respect of all other shareholders, means the date on which the relevant shareholder originally acquired Sale Shares;
- 2            Deleting the words "Deemed Subscription Date" on every occurrence of such words in the existing paragraphs 11.4 and 11.5 of Article 11 of the articles of association and substituting therefor the words "Original Subscription Date of such Leaver".

.....  
Secretary

