

**COMPANY No. 04988945**

**THE COMPANIES ACT 1985**

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**COMPANY LIMITED BY SHARES**

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**WRITTEN RESOLUTION**

**OF**

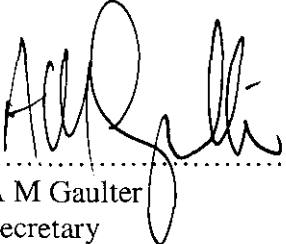
**CITIGROUP GLOBAL MARKETS EUROPE FINANCE LIMITED**

Pursuant to Section 381A of the Companies Act 1985 the following a Written Resolution was duly passed on 17 November 2005 as a Special Resolution:

**Special Resolution**

**THAT** the existing articles of association of the Company be and are hereby altered by the deletion of the existing article 29 and the inclusion of a new article 29 as follows:

- 29 Subject to and in accordance with the provisions of the Companies Acts and without prejudice to any relevant special rights attached to any class of shares, the Company may purchase any of its own shares of any class (including without limitation redeemable shares) in any way (including from capital, being a purchase funded otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares) and at any price (whether at par or above or below par).

  
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A M Gaulter  
Secretary

Presented by:  
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