

Company Registration No. 5097950

The Companies Act 1985 and 1989

COMPANY LIMITED BY SHARES


WRITTEN RESOLUTION

**OF
RBS Asset Management Limited**

We, the undersigned, being all the members for the time being of the above named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolution as an Ordinary Resolution and agree that the said resolution pursuant to The Companies (Tables A to F) Regulations 1985 (as amended) (Regulation 53 of Table A), 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.

ORDINARY RESOLUTION

THAT the authorised share capital of the Company be increased from £600,000 to £2,500,000 by the creation of 1,900,000 additional ordinary shares of £1.00 each ranking pari passu in all respects with the existing shares in the capital of the Company.


Signed by D J Lewis as ATTORNEY
for and on behalf of
The Royal Bank of Scotland plc.

Dated 7th June 2004

