

DB 2004 LIMITED

MEMBER'S WRITTEN RESOLUTION

I, the undersigned, being the sole member of the Company who (at the date hereof) would have been entitled to vote upon the resolution set out below if it had been proposed at a general meeting at which I were present, hereby agree pursuant to regulation 53 of Table A (adopted by article 1.1 of the Company's articles of association) to the passing of the resolution set out below (which resolution would otherwise be required to be passed as a special resolution) by way of written resolution.

THAT:

- (a) the one issued ordinary share of £1 in the capital of the Company be immediately reclassified as an 'A' Share of £1;
- (b) each of 899 of the authorised but unissued ordinary shares of £1 each in the capital of the Company be immediately reclassified as an 'A' Share of £1;
- (c) each of 25 of the remaining authorised but unissued ordinary shares of £1 each in the capital of the Company be immediately subdivided into and reclassified as 100 'Ordinary' Shares of 1p each;

both of the above classes of shares having the rights and being subject to the restrictions and obligations set out in the articles of association to be adopted by this resolution (in paragraph (g)) (the "**New Articles**");

- (d) each of the remaining 75 authorised but unissued shares of £1 each in the capital of the Company be cancelled and the authorised share capital of the Company be decreased from £1,000 to £925;
- (e) the directors be generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "**Act**") to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) up to an aggregate nominal amount of £925. This authority shall expire five years from the date of passing of this resolution and shall be in substitution for and shall replace any existing authority pursuant to the said section 80 to the extent not utilised at the date this resolution is passed;
- (f) the directors be empowered to allot equity securities (as defined in section 94(2) of the Act) of the Company pursuant to the authority conferred by this resolution (in paragraph (e)) as if article 4 of the New Articles did not apply to such allotment. This power shall expire five years from the date of passing of this resolution; and
- (g) the new articles of association in the form contained in the draft articles of association attached to this resolution (and referred to above as the New Articles) be adopted as the articles of association of the Company in substitution for and to the exclusion of all previous articles of association.


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David Baynes

Date: 17th December 2004

