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COMPANIES FORM No. 123

Notice of increase in nominal capital

123

CHFP025

Please do not
write in
this margin

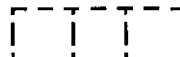
Pursuant to section 123 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies
(Address overleaf)

For official use

Company number



5754978

Name of company

* Pall Mall Finance Holdings Limited

* insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company

dated 3rd April 2006 the nominal capital of the company has been

increased by £ 499,900 beyond the registered capital of £ 100.

A copy of the resolution authorising the increase is attached. †

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows :

The A ordinary shares and B ordinary shares are to rank *pari passu* in all
respects with the existing B ordinary shares in the company

† the copy must be
printed or in some
other form approved
by the registrar

Please tick here if
continued overleaf



FOR ALNGBY INCORPORATIONS NO.2 LTD

Signed

Designation † DIRECTOR

Date 03/04/06

† Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Presenter's name address and
reference (if any) :

Luke Whibley
Allen & Overy
One New Change
London EC4M 9QQ

For official Use
General Section

Post room



193195

Company number
5754978

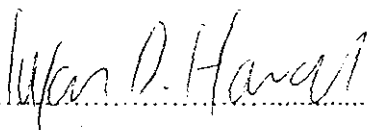
THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES



WRITTEN RESOLUTIONS OF
ALNERY NO. 2580 LIMITED

By written resolutions dated 3 April 2006 the sole member of the company agreed to the following resolutions being passed:

1. That the name of the company be changed to PALL MALL FINANCE HOLDINGS LIMITED.
2. That:
 - (a) the objects of the company be altered by the deletion of the existing objects clause in the memorandum of association and the substitution of the objects clause set out in the printed document marked "A" attached hereto;
 - (b) the £1 issued share and the 99 unissued £1 shares be redesignated as class B ordinary shares;
 - (c) the authorised share capital of the company be increased by £499,900 to £500,000 by the creation of 100,000 class A ordinary shares of £1 each ranking *pari passu* in all respects as one class of shares and 399,900 class B ordinary shares of £1 each ranking *pari passu* in all respects as one class of shares with the existing 100 shares in the capital of the company and that the class A shares and class B shares shall rank *pari passu*;
 - (d) the articles of association of the Company in the form attached hereto be adopted; and
 - (e) the directors be generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to allot, or to grant any right to subscribe for or to convert any security into, shares in the company up to a maximum nominal amount of £499,999 at any time or times during the period from the date of the passing of this resolution up to and including 2 April 2011 on which date the authority given by this resolution shall expire and such authority shall allow the company to make an offer or agreement before the expiry of the authority which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of the authority. All previous authorities under section 80 of the Companies Act 1985 shall cease to have effect.


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For Alnery Incorporations No.1 Limited (sole member)

