

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**ZETLAND LIMITED**

The following written resolutions were passed by the Company on 28 September 2006, of which resolutions 2 to 5 would otherwise be required to be passed as ordinary resolutions and resolutions 1 and 6 would otherwise be required to be passed as a special resolutions.

1. THAT the articles of association of the Company be amended by:
  - (a) the deletion of article 5.3;
  - (b) the deletion of "Subject to article 5.3 above" in the introduction to article 5.4.1; and
  - (c) the addition of a new article 5.3 as follows:

"The Company may at any time by ordinary resolution remove any person as director with immediate effect".
2. THAT Rajan Uppal and Nigel Denny be appointed directors in accordance with article 5.4.1 of the Company's articles of association (as amended pursuant to resolution 1 above) with immediate effect.
3. THAT Anthony Clare be removed as director in accordance with article 5.3 of the Company's articles of association (as amended pursuant to resolution 1 above) with immediate effect.
4. THAT the share capital of the Company be increased to £100 by the creation of an additional 99 ordinary shares of £1 each identical to and ranking pari passu with the existing ordinary share of £1 in the capital of the Company.
5. THAT 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 £99. This authority shall expire on 31 October 2006
6. THAT article 2.2 of the Company's article of association be disapplied in respect of the allotment of up to 61 ordinary shares provided that the issue is made by 31 October 2006.

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Chairman

**Presented by:** Ashurst  
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We certify this to be  
a true copy  
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*Ashurst 4/10/06*



