

NATIONAL AUSTRALIA GROUP EUROPE INVESTMENTS LIMITED
(the "Company")

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

We, the undersigned being the sole member of the Company and who would at the date hereof, is entitled to attend and vote at a general meeting of the Company, hereby pass the following resolutions in writing pursuant to section 381A, Companies Act 1985 (as amended):-

ORDINARY RESOLUTIONS

1. **THAT** the authorised share capital of the Company be increased from £3,217,000,000 to £4,217,000,000 by creation of 1,000,000,000 ordinary shares of £1.00 each.
2. **THAT** the directors of the Company be and are hereby generally and unconditionally authorised pursuant to section 80A of the Companies Act 1985 to exercise all powers of the Company to allot relevant securities (as defined in the Act) up to a maximum nominal amount of £1,000,000,000 in one or more tranches at any time or times from the date hereof.

Dated this 15th day of December 2003

Name of Shareholder

National Europe Holdings Limited

Donrice

Director

