

The Companies Act 1985

**RESOLUTION IN WRITING OF THE SOLE SHAREHOLDER OF**

Standard Life Investments (Private Equity) Limited

Registered Number: SC184076

Dated: 26 April 2004

Pursuant to the provisions of Section 381A of the Companies Act 1985, we the undersigned, being the sole shareholder of the above named company and having the right to attend and vote at a general meeting of the company, hereby resolve as follows, such resolution having the effect of a special resolution:-

1. **That** the authorised share capital of the company be increased by the creation of 1,000,000 redeemable preference shares of £1 each.
2. **That** the Articles of Association of the company be amended by the deletion of Article 4 and the attached be adopted as a new Article 4.
3. **That** with effect from the time of the passing of this resolution, the directors be unconditionally authorised, pursuant to Section 80 of the Companies Act 1985, to allot relevant securities (as defined in that Act) up to a maximum amount of £1,000,000 at any time or times during the period of 5 years from the date hereof and at any time thereafter pursuant to any offer or agreement made by the company before the expiry of this authority.
4. **That** the directors be empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities as if Section 89 (1) of the said Act did not apply to such allotments.



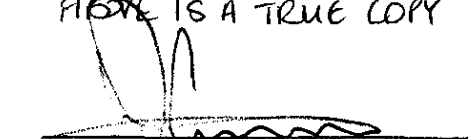
For and on behalf of  
**Standard Life Investments Limited**



For and on behalf of  
**Standard Life Investments Limited**



I HEREBY CERTIFY THAT THE  
ABOVE IS A TRUE COPY



DIRECTOR, 11 MAY 2004

**Attachment – changes underlined**

**SHARE CAPITAL**

4. The capital of the Company is £200,000 divided into 200,000 Ordinary Shares of £1 each, £2,000,000 divided into 2,000,000 Redeemable Preference Shares of £1 each and \$750,000 divided into 750,000 Redeemable Preference Shares of \$1 each.

The rights attached to the Redeemable Preference Shares are as follows:-

**(a) As regards distribution:**

The Redeemable Preference Shares shall not entitle the holders thereof to any dividend.

**(b) As regards capital:**

On a return of assets on liquidation, reduction of capital or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be applied first in paying to the holders of the Redeemable Preference Shares an amount equal to the subscription price (inclusive of any premium) paid for such shares and any balance remaining thereafter shall be distributed amongst the holders of the Ordinary Shares.

**(c) As regards voting:**

The Redeemable Preference Shares shall entitle the holders thereof to receive notice of and to attend all general meetings and to receive copies of circulars sent to the holders of shares or debentures in the Company and of all resolutions of the Company in general meeting but shall not entitle the holders thereof to vote at any general meetings of the Company.

**(d) As regards redemption:**

Subject to the provisions of the Act, the Company shall be entitled at any time, on giving 30 days notice (a "Company Redemption Notice") to the holders of the Redeemable Preference Shares to redeem all or some of the Redeemable Preference Shares specified in the Company Redemption Notice and any such redemption shall be effected on the expiry of the Company Redemption Notice.

In each case of redemption of Redeemable Preference shares, the redemption price for each Redeemable Preference Share shall be £1.00 and \$1.00 respectively.

On any occasion on which less than all of the Redeemable Preference Shares in issue are redeemed, the Company shall redeem that proportion of the holding of each holder of Redeemable Preference Shares corresponding to the proportion which the aggregate number of Redeemable Preference Shares then being redeemed bears to the aggregate number of Redeemable Preference shares in issue prior to such redemption.

Upon the date on which Redeemable Preference Shares are to be redeemed, each of the holders of Redeemable Preference Shares shall deliver to the Company the certificate or certificates of the Preference Shares held by them to be redeemed on that occasion. If any certificate so delivered includes any Redeemable Preference Shares not to be redeemed on that occasion, a fresh certificate for such shares shall be issued to the holder delivering such certificate to the Company.

If the Company shall be unable, in compliance with the provisions of the Act, to redeem all or any of the Redeemable Preference Shares falling to be redeemed on any date, the Company shall redeem on the due date as many of the Redeemable Preference Shares then falling to be redeemed as it is then able to redeem in compliance with the Act and shall redeem the shares remaining in issue which should then have been redeemed as soon thereafter as the Company shall be able to do so in compliance with such provisions. The Company shall not be obliged in any circumstances to carry out a fresh issue of shares in order to redeem any of the Redeemable Preference Shares, nor to redeem any of the Redeemable Preference Shares out of capital.

The Redeemable Preference Shares to be redeemed in accordance with the foregoing provisions of this Article shall be redeemed by the Company at the Registered Office of the Company.