

The Companies Act 1985

Private Company Limited by Shares

Albany Venture Managers (Holdings) Limited (the "Company")

(Registered Number SC207268)

Notice is hereby given that in accordance with section 381A of the Companies Act 1985 (as amended), on *29th October* 2003 the following resolution was passed by the shareholders of the Company by way of written resolution:

WRITTEN RESOLUTION

"THAT:

- (a) the Articles of Association of the Company shall be amended by the insertion of the following Article after Article 5A:

**"INCREASE, CONSOLIDATION, SUB-DIVISION AND
CANCELLATION**

5B The Company may from time to time by ordinary or written resolution:

- (i) increase its share capital by such sum to be divided into shares of such amount as the resolution shall prescribe;
- (ii) consolidate or consolidate and then divide, all or any of its share capital into shares of larger amount than the existing shares;
- (iii) sub-divide all or any of its shares into shares of smaller amount than is fixed by the Memorandum and the resolution may determine that, as between the shares resulting from the sub-division, any of them may be given any preferred, deferred or other rights or be subject to any restrictions as the Company has the power to attach to unissued or new shares as compared with the others; and
- (iv) cancel any shares which, at the date of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled."



- (b) each ordinary share in the Company of £1.00 be and hereby is sub-divided into 100 ordinary shares of £0.01 each."

Raymond J Allett

, director

for and on behalf of Albany Venture
Managers (Holdings) Limited

Date: 29 OCTOBER 2003