

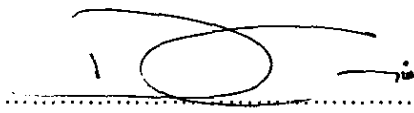
SHBA LIMITED ("the Company")

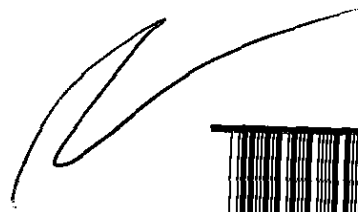
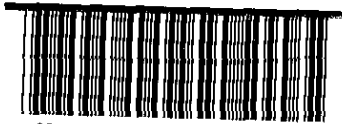
COMPANY NO: 213820

At the Annual General Meeting of the above named Company duly convened and held at Murrayfield Stadium Conference Centre, Edinburgh on the First day of November 2001 the following Resolution was passed as a Special Resolution:-

"That Article 12.1 of the Articles of Association of the Company be deleted and replaced with:-

"12.1 The Chairman shall be appointed by the Company at its Annual General Meetings. Nominations for the office of Chairman will be made by the Board to the Company before the relevant Annual General Meeting at which the Chairman will be appointed, in accordance with the procedure for Board nominations of persons for the office of Director as set out in Articles 10.5 and 10.6. The Chairman shall hold office for one year after which term he shall retire at the relevant Annual General Meeting unless he vacates office or dies or is removed in accordance with Article 10.8 prior to that term in which case the directors shall have the power to appoint any person who is willing to act as Chairman to fill the vacancy until the next Annual General Meeting at which they shall retire. A Chairman retiring at an Annual General Meeting shall be eligible for re-election in accordance with the provisions of Articles 10.3 and 10.4."


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Chairman



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COMPANIES HOUSE 16/11/01