

**COMPANIES ACTS 1985 AND 1989**  
**COMPANY LIMITED BY SHARES**  
**R&A TRUST COMPANY (No. 1) LIMITED**  
**Company Number 247045**

**WRITTEN RESOLUTIONS PASSED ON 1 DECEMBER 2003**

The following Resolution were duly passed on 1 December 2003 as Written Resolutions by the sole member of R&A Trust Company (No.1) Limited:-

1. THAT the Memorandum of Association of the Company be and is hereby altered by renumbering paragraph (1) of Clause III of the said Memorandum as paragraph (1)(a) and by inserting the following as paragraph (1)(b) of Clause III of the said Memorandum:-

"To act as a holding company; to acquire, hold, dispose of and turn to account any share or shares in any other company; and to provide management, administrative, treasury, secretarial and other services to any person, firm or company including, without prejudice to the generality, any company which is a subsidiary of the Company."

2. THAT:-

- (a) the authorised share capital of the Company be and is hereby increased, by the location of 3,499,500 ordinary shares of £1 each ranking pari passu in all objects with the existing 1,500,500 ordinary shares of £1 each in the share capital of the Company to £5,000,000 divided into 5,000,000 ordinary shares of £1 each from £1,500,500 divided into 1,500,500 ordinary shares of £1 each; and
- (b) all the unissued shares in the share capital of the Company immediately following the passing of this written resolution shall be at the disposal of the Directors and the Directors be and are authorised by this resolution to allot, issue, grant options over or otherwise to deal with or dispose of all or any of such unissued shares to such persons and at such times and on such terms and conditions as Directors think proper, provided always that the authority given to the Directors by this resolution shall terminate on 31 December 2007 and thereafter no share or shares in the share capital of the Company shall be allotted or issued by the Directors (other than in pursuance of an offer or agreement made by the Company before the expiry of such authority) unless Directors are, in accordance with Section 80 of the Companies Act 1985, authorised to do so by the members of the Company".

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Secretary

