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**COMPANY LIMITED BY SHARES**

OF

Pursuant to section 381A Companies Act 1985 (as amended by the Deregulation (Resolutions of Private Companies) Order 1996), the undersigned, being the sole member of the Company entitled to attend and vote at general meetings of the Company, agrees to and passes the following written resolutions:

- 1 That the authorised share capital of the Company be and is hereby increased from £160,000,000 to £ 200,000,000 by the creation of 40,000,000 ordinary shares of £1 each in the capital of the Company, such shares having the rights set out in the articles of association of the Company.
- 2 That the directors of the Company be and they are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (**Act**) to exercise all powers of the Company to allot relevant securities (as defined in that section) up to an aggregate nominal amount of £ 200,000,000 to such persons, in such proportions, upon such terms (except at a discount) with such rights and restrictions and in such manner as the directors may decide, such authority to expire five years after the passing of this resolution.
- 3 That the directors of the Company be and they are hereby empowered, pursuant to section 95 of the Act, to allot equity securities (within the meaning of section 94 of the Act) pursuant to the authority given by resolution 2 above as if section 89(1) did not apply to any such allotment provided that such allotment takes place within five years of the passing of this resolution.

Dated: 30 March 2006

