

Company Number: 2591431

THE COMPANIES ACT 1985

RESOLUTIONS OF 3i HOLDINGS plc

At an Extraordinary General Meeting of the above named Company duly convened and held on 23 February, 2000 the following resolutions were duly passed as Ordinary Resolutions:

1. That the authorised share capital of the Company be increased to £251,000,000 by the creation of 201,000,000 additional shares of £1 each ranking pari passu with the existing shares of £1 each in the Company.
2. That the sum of £201,000,000 standing to the credit of the Company's reserves be capitalised and accordingly that the directors of the Company be authorised and directed to appropriate such sum for distribution to the holders of shares of £1 each in the capital of the Company on the Register of Members on 22 February, 2000 and to apply such sum in paying up in full at par on behalf of such holders 201,000,000 unissued shares of £1 each in the capital of the Company (ranking pari passu in all respects with the existing issued shares of £1 each in the capital of the Company)(the "Bonus Shares").
3. That the directors be authorised to allot the Bonus Shares, credited as fully paid, to the members of the Company in the proportion of 4.02 Bonus Shares for every one share held by holders of shares of £1 each in the capital of the Company appearing on the Register of Members on 22 February, 2000 and that the directors be authorised to round up or down any fractional entitlements arising to the nearest whole share in such manner as they may determine, provided that this authority shall expire on the date that is five years from the date on which this resolution is passed.



.....
Chairman of the Meeting