

Company Number 3479178

## Menlo Investments

Written Resolution of: The Members of the Company

Dated: 14 October 1998

We, all the shareholders of the Company,

1. HEREBY RESOLVE as an Elective Resolution THAT

- (a) Pursuant to Section 366A of the Companies Act 1985 the Company elects to dispense with the holding of Annual General Meetings in 1998 and subsequent years until this election is revoked.
- (b) Pursuant to Section 252 of the Companies Act 1985 the Company elects to dispense with the laying of accounts and reports before the Company in General Meeting for the current financial year and all subsequent financial years.
- (c) Pursuant to Section 386 of the Companies Act 1985 the Company elects to dispense with the obligation to appoint Auditors annually.
- (d) The Company elects pursuant to Section 80A(1) of the Companies Act 1985 that the provisions of Section 80A of that Act apply instead of the provisions of Sections 80(4) and 80(5) in relation to the giving or the renewal after the said election of authority to allot shares.

AND

2. HEREBY RESOLVE as an Ordinary Resolution THAT the Directors<sup>1</sup> generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. The authority hereby given shall be for an indefinite period.

*Accini*  
For and on behalf of  
Barclays Bank PLC

*Ian Lough*  
For and on behalf of  
Barclays Group Limited



CERTIFIED A TRUE COPY

*Ian Lough*  
ASSISTANT SECRETARY