

**HAMPSHIRE TRUST FACTORS LIMITED**  
**Company Number: 3612551**

**Written Resolutions of the Shareholders of Hampshire Trust Factors Limited**  
**4 May 2004**

**Pursuant to section 381(A) of the Companies Act 1985**

**Special Resolutions**

3. THAT in accordance with section 95 of the Companies Act 1985 and article 12 (c) of the Company's Articles of Association, the pre-emptive rights granted under section 89 of the Companies Act 1985 and under article 12 (c) of the Company's Articles of Association, be suspended.

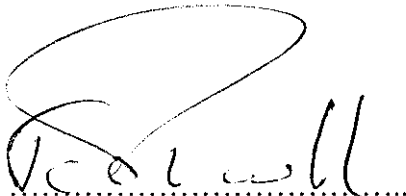
4. THAT the articles of association of the Company be hereby altered as follows:

4.1 By the replacement of the existing article 3 with the following new articles numbered 3 to 7 inclusive and the renumbering of all subsequent articles:

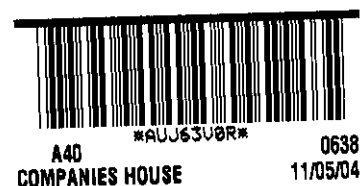
- "3. The Share capital of the Company is £300,002 divided into 300,001 ordinary shares of £1 each ("Ordinary Shares") and one redeemable preference share of £1 (the "Redeemable Preference Share").
4. Each of the Ordinary Shares and the Redeemable Preference Share shall constitute separate classes of Shares.
5. The holder of the Redeemable Preference Share shall be entitled to appoint a director, who shall act as the representative of the holder of the Redeemable Preference Share at any general meetings.
6. The holder of the Redeemable Preference Share shall have two votes on a show of hands and on a poll.
7. The Company shall redeem the Redeemable Preference Share, if issued, on the date falling seven and a half years after the date the Articles are amended for £1"; and

4.2 By the addition of the following at the end of the first sentence of article 116:

"one of whom shall be the director appointed by the holder of the more than forty per cent of the ordinary shares of the Company."



**J E Pakenham-Walsh**  
**Company Secretary**



Date: ..... 10 May 2004 .....

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