

Registered Number: 3636853

THE COMPANIES ACTS  
**BROADHEATH INVESTMENTS LIMITED**  
**(the "Company")**

PRIVATE COMPANY LIMITED BY SHARES

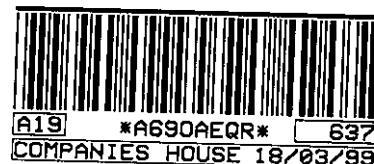
**SHAREHOLDERS' WRITTEN RESOLUTIONS  
PURSUANT TO CLAUSE 53 IN TABLE A (WHICH CLAUSE IS EMBODIED  
IN THE ARTICLES OF ASSOCIATION OF  
THE COMPANY)**

We, the undersigned, being the sole member of the Company who, at the date of this resolution, is entitled to attend and vote at a general meeting of the Company HEREBY RESOLVE in writing pursuant to Clause 53 in Table A (which clause is embodied in the Articles of Association of the Company) as follows:-

1. that the directors be generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to exercise all powers of the Company to allot relevant securities (within the meaning of that section) up to the amount of the authorised share capital of the Company as increased by a special resolution of the Company dated 10 November 1998 provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on the fifth anniversary of the date of this Resolution save that the Company may before such expiry or any renewal of this authority make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

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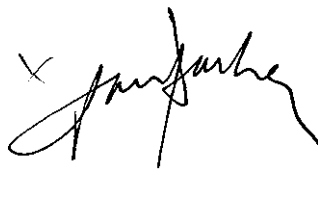


2. that the provisions of Article 5.1 of the Company's Articles of Association requiring shares which are to be issued to first be offered to existing members in proportion to the number of existing shares held by them respectively shall not apply to the issue of 386,999,998 shares of £1 each in the existing authorised but unissued share capital of the Company provided that such issue shall be carried out within 30 days of the date of this Resolution.

Dated: 16 December 1998

Signed by  
as duly appointed attorney  
for and on behalf of  
Investec Group Limited

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A handwritten signature in black ink, appearing to be 'J. Farber', with a large 'X' written above it.A small, stylized handwritten mark or signature in the bottom right corner of the page.