

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

SEMLERHAMPSON LIMITED



We, being all the members of the Company who at the date of this resolution are entitled to attend and vote at general meetings of the Company, hereby unanimously **RESOLVE** that the following resolutions be passed as written resolutions, resolutions 1,2 and 3 having effect as ordinary resolutions of the Company and resolutions 4 and 5 having effect as a special resolutions of the Company in accordance with section 381A Companies Act 1985, and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held:-

ORDINARY RESOLUTIONS

1. **THAT** each of the existing 1,000 Ordinary Shares of £1 each in the capital of the Company, being all the shares in issue and all the authorised but unissued shares in the Company, be divided into 100 Ordinary Shares of 1p each.
2. **THAT**, subject to the passing of resolution 1, the authorised share capital of the Company be increased from £1,000 to £1,000,000 by the creation of 99,900,000 additional ordinary shares of 1p each.
3. **THAT** the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities up to a maximum nominal amount of £1,000,000 to such persons and at such times and on such terms as they think proper during the period expiring at the end of five years from the date of the passing of this resolution.

SPECIAL RESOLUTIONS

4. **THAT**, subject to the passing of resolution 3, and in accordance with section 95 of the Companies Act 1985 (the "Act") the Directors be and are empowered to allot equity securities (as defined in sub-section (2) of section 94 of the Act) for cash pursuant to the authority

conferred on them to allot equity securities (as defined in section 80 of the Act) by that resolution up to a maximum nominal value of £1,000,000 as if sub-section (1) of section 89 of the Act did not apply at any time or times.

5. **THAT** the below article 3 be adopted in substitution of the existing article 3 of the Articles of Association of the Company:-

"3. The share capital of the Company is £1,000,000 divided into 100,000,000 Ordinary Shares of 1 pence each."

Dated: 14 June 2000

.....*NM Hampson*.....

Nina Hampson

.....*Christopher John West*.....

Christopher John West

CERTIFIED A TRUE COPY

SIGNED *Frankie Curtis* DATE 14 June 2000

PINSENT • CURTIS SOLICITORS
DASHWOOD HOUSE, 69 OLD BROAD STREET
LONDON EC2M 1NR
TEL No: 0171-418 7000 FAX No: 0171-418 7050