

PRINT OF SPECIAL RESOLUTION

Company No. 04016750

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

MONEYWEEK LIMITED

Passed on 15 December 2003

At an Extraordinary General Meeting of the Company duly convened and held at 33 Scrutton Street, London EC2A 4HU on 15 December 2003 the following resolution was duly passed as a special resolution of the Company:

SPECIAL RESOLUTION

THAT the Company's Articles of Association be amended as follows:

- (i) by the deletion of "28 days" in Article 6.7.1 and the replacement thereof with "2 days";
- (ii) by the deletion from Article 6.8 of the following: "(being not earlier than 7 and not later than 21 days after the date of the Acceptance Notice)";
- (iii) by the deletion from Article 7.1 of the words "that proportion of each Non-selling Member's shares which is equal to the proportion represented by the Selling Party's shares as against all the shares in issue" and the replacement thereof with the following:

"all shares in the Company registered in the name of each Non-selling Member";



- (iv) by the addition of the following at the end of Article 7.1 (that is, immediately after the words "proposed sale or transfer by the Selling Party of its shares"):


"(except, as the case may be, those terms relating to the date of completion of such proposed sale or transfer)";

- (v) by the deletion of Article 7.3 in its entirety and the replacement thereof with the following as a new Article 7.3:

"If within the period specified in each Tag Along Offer any Non-selling Member accepts the offer in writing, then the Selling Party or (as the case may be) the proposed purchaser specified in the Tag Along Offer shall procure that the sale by that Non-selling Member of its relevant shares shall proceed on the same financial terms (including price per share, but not including those terms relating to the date of completion of such proposed sale or transfer occurring at the same time as the Selling Party's sale of shares) and, subject to Article 7.4, within 14 days after the date on which the sale of the Selling Party's shares is completed"; and

- (vi) by the deletion of the words "unless and until the sale of the Selling Party's shares is completed" in Article 7.4 and the replacement thereof with the following:

"unless the sale of the Selling Party's shares is, or has been, completed".

A handwritten signature in black ink, consisting of a large loop followed by a horizontal stroke, positioned above a dotted line.

Director