

AMENDING

Company No: 133540

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

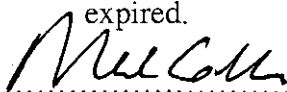
PROGRESSIVE FINANCIAL SERVICES LIMITED

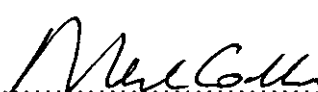
Passed on 19 December 2003

We, the undersigned, being all of the members of the Company for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by our duly authorised representatives) and pursuant to section 381A of the Companies Act 1985 (the "Act") and paragraph 53 of Table A which forms part of the articles of association of the Company hereby resolve that the following resolutions be passed and agree that the same shall have effect as if passed as ordinary resolutions at a general meeting duly convened and held:

ORDINARY RESOLUTIONS

- 1 **THAT** the authorised share capital of the Company be increased from £101,005,000 to £101,605,000 by the creation of 50,000,000 Irredeemable Preference Shares of £0.01 each such new Irredeemable Preference Shares £0.01 each to rank pari passu in all respects with the existing Irredeemable Preference Shares of £0.01 each.
- 2 **THAT** pursuant to section 80 of the Act, the directors of the Company be and hereby are authorised generally and unconditionally to allot relevant securities of the Company (as defined in section 80 of the Act) up to an aggregate nominal amount of £101,605,000 (save unless otherwise already issued) provided that this authority, unless renewed, shall expire on the date five years from the date on which this resolution is passed save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot the relevant securities in pursuance of such offer or agreement, as if the authority conferred hereby had not expired.


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for and on behalf of
CATTLES PLC


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for and on behalf of
CATTLES PROVIDENT TRUST LTD

