

**THE COMPANIES ACT 1985/1989
COMPANY LIMITED BY SHARES**

**RESOLUTIONS OF
ENIC plc
(the "Company")**

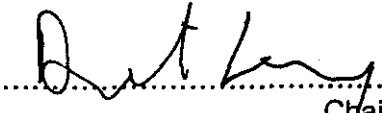
Passed 26 June 2003

At an EXTRAORDINARY GENERAL MEETING of the members of the Company, duly convened on short notice, and held at 748 High Rd on the 26 day of June 2003 the following Special Resolutions were duly passed, namely:

SPECIAL RESOLUTIONS

That:

1. The Company be re-registered as a private company under the Companies Act 1985 by the name of ENIC Group Limited.
2. The Memorandum of Association of the Company be amended accordingly as follows:-
 - 2.1 By the deletion of clause 1 and substitution for it:
 1. The name of the Company is "ENIC Group Limited";
 - 2.2 By the deletion of clause 2 and substitution for it:
 2. The Company is to be a private company;
 - 2.3 By the deletion of all references to the Company as a "public company" or a "public limited company" and substituting such references with "private company".
3. The Articles of Association as set out in the attached document be adopted in substitution for and to the exclusion of the Company's existing Articles of Association.
4. The "plc" suffix in the name of the Company be changed to "limited".


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Chairman

