

171831

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

CHARTERHOUSE MANAGEMENT SERVICES LIMITED
(the "Company")

(Company number: 00171831)

Passed 29 December 2006



At an Extraordinary General Meeting of the above named company duly convened and held at 8 Canada Square, Canary Wharf, London E14 5HQ on Friday 29 December 2006 at 9.00 a.m., the following resolutions were duly passed as Special Resolutions:

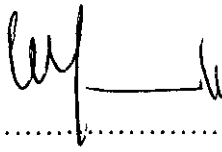
SPECIAL RESOLUTIONS

- 1 THAT the terms of the proposed purchase contract expressed to be made between the Company and HSBC France S.A., the sole shareholder of the Company (the "**Vendor**"), pursuant to which the Company may become entitled and obliged to purchase from the Vendor 42,000,000 of its own ordinary shares of £1 each and 366,443,319 of its own A ordinary shares of €1 each, and of which a final draft is produced to the Meeting and initialled for the purpose of identification by the Company Secretary (the "**Purchase Contract**"), be and are hereby approved, and any director of the Company be and is hereby authorised to enter into the Purchase Contract on behalf of the Company and to fulfil all obligations of the Company thereunder.
- 2 THAT there be and is hereby approved the proposed payments of £52,000,000 and €366,443,319 out of 'capital' (within the meaning of section 171(2) of the Companies Act 1985, as amended) to be made in pursuance of the proposed purchase contract expressed to be made between the Company and HSBC France S.A. (the "**Vendor**") under which the Company may become entitled and obliged to purchase from the Vendor 42,000,000 of its own ordinary shares of £1 each and

366,443,319 of its own A ordinary shares of €1 each and the terms of which are being approved by special resolution passed previously at this meeting.

- 3 THAT Article 44 of the existing Articles of Association be deleted and that the following Article be inserted in its place:

"No business shall be transacted at any meeting unless a quorum is present. One person entitled to vote upon the business to be transacted, being a member or a proxy for a member or a duly authorised representative of a corporation, shall be the quorum."

A handwritten signature in black ink, consisting of a stylized 'W' followed by a horizontal line and a small flourish.

Director