

Company No. 255691

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION IN WRITING

OF

WESTPOOL INVESTMENT TRUST PLC



Certified as a true copy of a special resolution of the members of Westpool Investment Trust Plc dated 28 March 2003.

Signed

Name

A handwritten signature, which appears to be "Robert Rayne", is written over a dashed line. Below the signature, the name "Robert Rayne" is printed.

WE, being all the members of the Company who at the date of these resolutions are entitled to attend and vote at a general meeting of the Company, RESOLVE, in accordance with section 381A of the Companies Act 1985, AS FOLLOWS:

1. THAT, regulation 155 of the Company's Articles of Association under the Companies Act 1985 be disapplied and replaced with the following regulation;

155 Subject to the provisions of the Act, the dividends, interest and bonuses and any other benefits and advantages in the nature of income receivable in respect of the company's investments and other assets including appreciations of capital assets and realised profits resulting on a sale of capital assets, any commissions, trusteeship, agency, transfer and other fees and current receipts of the Company on revenue account shall, subject to the payment thereof of the expenses of management, interest upon borrowed money and other expenses which in the opinion of the Directors are of a revenue nature, constitute the profits of the Company available for dividend and in ascertaining the profits available for dividend it shall not be necessary to make good any losses or depreciation in value of any capital assets. .