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COMPANIES HOUSE

At the Annual General Meeting of the Company duly convened and held on 1 July 2008 at 50 Holborn Viaduct, London EC1A 2FG, the following resolutions were passed -

**As an Ordinary Resolution:**

- 13 THAT, in substitution for all existing unexercised authorities, the authority conferred on the directors by article 10 2 of the Company's articles of association be renewed (unless previously renewed, varied or revoked) for a period ending on the earlier of the date of the next Annual General Meeting of the Company and 30 June 2009 and, for that period, the Section 80 Amount (as defined in article 10 1 of the Company's articles of association) is £10,788,305 (and that, if resolution 16 below is passed, the references in this resolution to the Company's articles of association be deemed to be references to the new articles of association adopted pursuant to resolution 16)

**As Special Resolutions:**

- 14 THAT, in substitution for all existing authorities, the authority conferred on the directors by article 10 3 of the Company's articles of association be renewed (unless previously renewed, varied or revoked) for a period ending on the earlier of the date of the next Annual General Meeting of the Company and 30 June 2009 and, for that period, the Section 89 amount is £1,618,245 (and that, if resolution 16 below is passed, the references in this resolution to the Company's articles of association be deemed to be references to the new articles of association adopted pursuant to resolution 16)
- 15 THAT the Company is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 163 of the Companies Act 1985) of Ordinary Shares of 25p each in the capital of the Company provided that
- (a) the maximum number of Ordinary Shares hereby authorised to be purchased is 12,945,966 (representing 10 per cent of the issued Ordinary Share Capital at 31 December 2007),
  - (b) the minimum price (exclusive of expenses) which may be paid for each Ordinary Share is 25p,
  - (c) the maximum price (exclusive of expenses) which may be paid for each Ordinary Share is an amount equal to 105 per cent of the average of the market values for such Share as derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which the share is contracted to be purchased, and
  - (d) this authority shall expire on 30 June 2009 or, if earlier, at the conclusion of the next Annual General Meeting of the Company, save that the Company may before the expiry of this authority make a contract of purchase which will or may be executed wholly or partly after such expiry and may make a purchase of ordinary shares pursuant to any such contract
- 16 THAT articles of association in the form of those produced to the meeting and signed for the purpose of identification by the Chairman of the meeting be adopted as the articles of association of the Company in substitution for the existing articles of association

Signed

Company Secretary



CERTIFIED TO BE A TRUE COPY