

No. 01423001

WE HEREBY CERTIFY THAT THIS IS
A TRUE AND EXACT COPY OF THE ORIGINAL
Macfarlanes MACFARLANES
19/12/03 10 NORWICH STREET
LONDON EC4A 1BD

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION

- of -

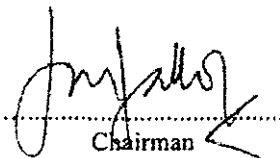
INTERCAPITAL PLC
(the "Company")

At an Extraordinary General Meeting of the Company held at 2 Broadgate, London EC2M 7UR on 8 December 2006 the following resolution was passed as a Special Resolution.

RESOLUTION

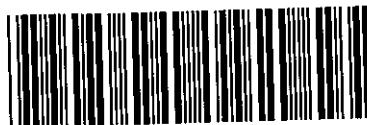
THAT:-

- 1.1 the authorised share capital of the Company be increased from £150,000,000 and US\$ 100,000,000 to £532,025,000 and US\$100,000,000, by the creation of an additional 1,528,100,000 Ordinary Shares of 25 pence each;
- 1.2 the directors be generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80) up to an aggregate nominal amount of £382,025,000 for a period expiring (unless previously revoked, varied or renewed) five years after the date on which this resolution is passed, provided that the Company may make an offer or agreement which would or might require relevant securities to be allotted after this authority expires and the directors may allot relevant securities in pursuance of such offer or agreement as if this authority had not expired; and
- 1.3 the directors be generally empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of sections 94(2) to 94(3A) of the Act) for cash, pursuant to the authority conferred by paragraph 1.2 of this Resolution as if section 89(1) of the Act did not apply to such allotment.


Chairman

7-12-06/MHLA3155370.2

WEDNESDAY



LD3 *LF06DLW0* 03/01/2007 7
COMPANIES HOUSE