

At an extraordinary general meeting of the above-named company, duly convened and held on 2 November 2006, the following resolutions were passed as special resolutions:

**SPECIAL RESOLUTION**

**THAT:**

1. the Company be re-registered as a private limited company under section 53 of the Companies Act 1985 (the *Act*) and that on such re-registration its memorandum of association be amended as follows:

(a) in clause 1 by deleting the words "P.L.C." and by replacing it with the word "Limited";

(b) by deleting clause 2;

(c) by renumbering the existing clauses 3, 4, 5 and 6 as 2, 3, 4 and 5 respectively.

2. on re-registration of the Company as a private limited company, the regulations contained in the document produced to the meeting marked "A", and initialed by the chairman of the meeting for the purposes of identification, be adopted as the new articles of association of the Company to replace in their entirety the existing articles of association of the Company.

3. the proposed payment of £11,667 to Tim Bowdler in connection with his retirement from office as a director of the Company is approved;

4. the proposed payment of £14,167 to Stuart Chambers in connection with his retirement from office as a director of the Company is approved;

5. the proposed payment of £14,167 to Derek Sach in connection with his retirement from office as a director of the Company is approved;

6. the proposed payment of £14,167 to Russell Edey in connection with his retirement from office as a director of the Company is approved; and

7. the proposed payment of £11,167 to Simon Melliss in connection with his retirement from office as a director of the Company is approved.

.....*H. W. Lee*.....  
Company Secretary

Presented by:  
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