

Company No: 1872571

The Companies Acts 1985 to 1989
Company Limited by Shares

SIR (UK) LIMITED
("Company")

Special Resolutions
passed as Written Resolutions



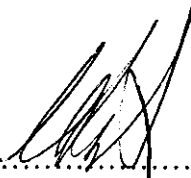

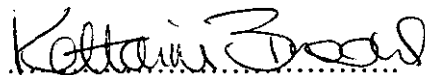
THAT pursuant to s381A of the Companies Act 1985 we being all the Members of the Company for the time being entitled to receive notice of and to attend and vote at General Meetings of the Company HEREBY RESOLVE as follows:

- 1 THAT the Memorandum of Association of the Company be altered with respect to its objects by the adoption of a new Clause 3(V) in the form of the draft annexed hereto and initialled by the Chairman for the purpose of identification in substitution for the existing Clause 3(V), the existing Clause 3(V) being renamed 3(W).
- 2 THAT the establishment by the Company of the employee bonus pool scheme (the "Scheme") for the Company's employees is in the best commercial and practical interests of the Company and its shareholders and is hereby approved.
- 3 THAT the Company be and is hereby authorised to give financial assistance in connection with the proposed acquisition by RM plc of the whole of the issued share capital of the Company, notwithstanding the provisions of Section 151 of the Companies Act, such assistance to take the form of the proposed transaction described below, and the directors of the Company be and are hereby authorised and directed to do all such acts matters and things as may be required in order to execute such documents and other statutory documentation and formalities contained in the Companies Act 1985 in connection with the provision of the said financial assistance.

Proposed Transaction

A set of rules to the Scheme ("Scheme Rules") to be adopted by the Company in favour of the Qualifying Beneficiaries (as defined in the Scheme Rules) and letters to the Qualifying Beneficiaries incorporating the Scheme Rules into their terms of employment, whereby the Qualifying Beneficiaries shall be entitled to receive bonus payments on 31 December 2006 and 31 October 2007, subject to an aggregate maximum amount of £1,300,000 or, if lower, the distributable profits of the Company (if any) as at the date the Company decides on the amount to be paid under the Scheme subject to the Scheme Rules as more specifically mentioned therein.

Dated 11 July 2003


.....
Upendra Patel
.....
Bernard Enlander
.....
Katharine Brooks

- 3(V) "Subject to and in accordance with due compliance with the provisions of Sections 155 to 158 (inclusive) of the Companies Act 1985 ("the Act") (if and so far as such provision shall be applicable) to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act".