

Company Number 2197513

THE COMPANIES ACT 1985

Company Limited by Shares

ORDINARY RESOLUTION


TRW INVESTMENT MANAGEMENT COMPANY LIMITED

Passed on 5th December 2001

At an Extraordinary General Meeting of the Members of the above Company duly convened, and held at Stratford Road, Solihull B90 4LA on 5th December 2001, the following Resolution was passed as an Ordinary Resolution:

THAT pursuant to section 26(5) Companies Act 1989 the appointment of Ernst & Young as the Company's auditor is now extended to Ernst & Young LLP with effect from 28 June 2001.

CERTIFIED AS A TRUE COPY:


Rhona Gregg
Group Company Secretary

