Company No. 2299283

COMPANIES ACT 1985

ORDINARY RESOLUTION

OF

RETIREX LIMITED

Passed on Friday 19 December 1997

At an Extraordinary General Meeting of the Sole Member of the above named Company, duly convened on Friday 19 December 1997 at St Helen's, 1 Undershaft, London EC3P 3DQ, the following resolution was duly passed as Ordinary Resolution:

THAT Coopers & Lybrand who had filled a casual vacancy caused by the resignation of Goodman Jones are hereby appointed auditors of the Company in their place, to hold office until the conclusion of the next general meeting at which accounts are laid before the member and that their remuneration be fixed by the Directors.

CERTIFIED TO BE A TRUE EXTRACT

Authorised Signatory For and on behalf of

COMMERCIAL UNION COMPANY

SECRETARIAL SERVICES LIMITED

Secretary

