

Company Number: 02388497

**TEMPLE LIFTS LIMITED**  
**("the Company")**

Pursuant to Section 381A of the Companies Act 1985 the following Written Resolutions have been duly passed by the members of the above named Company on the 23 December 2005:-

**SPECIAL RESOLUTIONS**

1. **THAT** the existing Memorandum of Association of the Company be amended by deleting the existing clause 5 and inserting a new clause 5 namely:-

"5. The authorised share capital of the company is £2,000 divided into 1,000 "Founder" Ordinary Shares of £1 each and 1,000 Ordinary Shares of £1 each.

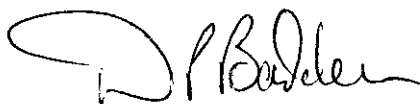
2. **THAT** the existing Articles of Association of the Company be amended by inserting a new Article 6A in between the existing Articles 5 and 6 namely:-

SHARE CAPITAL

6A.1 The Share Capital of the Company is £2,000 divided into 1,000 "Founder" Ordinary Shares of £1 each and 1,000 Ordinary Shares of £1 each ranking pari passu in all respects save in respect of a sale of the Company or return of capital in accordance with Article 6A.2 below.

6A.2 In the event of a sale of more than 50% of the equity share capital (as defined in Section 744 of the Companies Act 1985) of the Company for the time being in issue pursuant to a bona fide arm's length purchase by any person (or persons acting in concert as defined by the City Code on Takeovers and Mergers) or on the winding up of the Company or otherwise on a return of capital of the Company the holders of Founder Shares shall be entitled to a return of the first £3,000,000 of such sale proceeds or capital (as applicable) in priority to the rights of the holders of the Ordinary Shares pro rata their holdings of "Founder" Ordinary Shares."

3. **THAT** Sections 89 and 90(1) to (6) of the Act shall not apply to the allotment of extra securities (under the meaning of Section 94(2) of the Act) pursuant to the authority conferred by Resolution 5 above.



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Company Secretary

