

Company No. 2611945

WRITTEN RESOLUTION OF THE SHAREHOLDERS OF

GOLDMAN SACHS HOLDINGS (U.K.)
(the "Company")

The undersigned, being the shareholders of the Company who at the date of this written resolution are entitled to attend and vote at a general meeting of the Company, hereby pass the following resolution and agree that pursuant to Section 381A of the Companies Act 1985, such resolution shall for all purposes be as valid and effective as it they had been passed at a general meeting of the Company, duly convened and held:

RESOLVED, that the Articles of Association of the Company be amended by substituting them with the new Articles of Association in the form attached hereto.

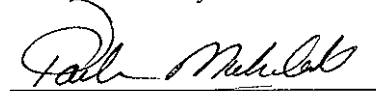
This written resolution of the shareholders shall take effect as a Special Resolution and shall be effective 8 June 1999.

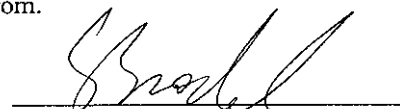

Goldman Sachs (UK) L.L.C.


Goldman Sachs Overseas Limited

Dated: 8 June 1999

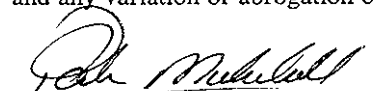
We, being all the holders of the Preference Shares in issue hereby consent to the passing of the above resolution and any variation or abrogation of our rights arising therefrom.

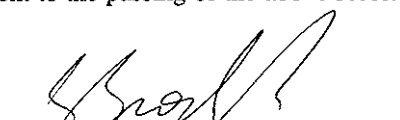

Goldman Sachs (UK) L.L.C.


Goldman Sachs Overseas Limited

Dated: 8 June 1999

We, being all the holders of the Ordinary Shares in issue hereby consent to the passing of the above resolution and any variation or abrogation of our rights arising therefrom.


Goldman Sachs (UK) L.L.C.


Goldman Sachs Overseas Limited

Dated: 8 June 1999

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