

Company No. 3565051

Charity No. 1069681

THE COMPANIES ACTS 1985-2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

WRITTEN RESOLUTIONS

of

BARROW FOUNDATION (UK)

(the 'Company')

(Passed on 12 December 2007)

The following written resolutions of the Company were passed as special resolutions

Special Resolutions

That the existing Articles of Association be amended as follows

1 By the substitution of the number "21" with "14" in Article 2 1

2 By the substitution of the following Article in place of the existing Article 2 7

"2 7 Subject to the provisions of the Act, a written resolution signed by all (or such other proportion as may be required by the Act) of those entitled to attend and vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature)"

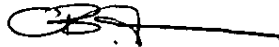
3 By the substitution of the following Article in place of the existing Article 2 8

*"2 8 The Charity may hold an **AGM** in every year which all members are entitled to attend"*

4 By the deletion of the wording "or who are retiring by rotation" in Article 2 9(c)



- 5 By the substitution of the following Article in place of the existing Article 2 11
"2 11 An EGM may be called at any time by the Trustees and must be called on a written request by the members (or from the Founder Member alone) in accordance with the Act "
- 6 By the deletion of Article 3 5
- 7 By the deletion of the words *"before the next AGM"* in Article 3 6(d)
- 8 By the substitution of the words *"until the next AGM"* with *"for a period of one calendar year from the date of his or her appointment"* in Article 3 7
- 9 By the deletion of the words *"and such Trustee holds office until the next AGM"* in Article 3 8
10. By the inclusion of the wording *"and any provisions of the Companies Act 2006 for the time being in force"* at the end of the definition of *"the Act"* in Article 9 1
- 11 All cross-references and numbering in the existing Articles of Association be consequently amended accordingly



Secretary
for and on behalf of Temple Secretarial Limited