

Company No. 04273585

COMPANIES ACT 1985

SPECIAL RESOLUTION

(Delivered pursuant to Section 380 of the Companies Act 1985)

of

Morpus No. 2 Limited

Passed on 31 May 2002

At an Extraordinary General Meeting of the members of the above-named company, duly convened on 31 May 2002 at St Helen's, 1 Undershaft, London EC3P 3DQ, the following resolution were duly passed as ORDINARY, SPECIAL AND ELECTIVE RESOLUTIONS respectively:

ORDINARY RESOLUTIONS

- (i) THAT Messrs Ernst & Young LLP be and are hereby appointed as Auditors of the Company to hold office for the period prescribed by Section 385(2) of the Companies Act 1985; and
- (ii) THAT the directors be and are hereby authorised to fix the amount of the remuneration of the Auditors, for the ensuing year under the provisions of the Companies Act 1985.

SPECIAL RESOLUTION

THAT the articles of association contained in the document produced to the meeting, and for the purpose of identification signed by the chairman thereof, be, and the same are, hereby approved and adopted as the new Articles of Association of the Company.

ELECTIVE RESOLUTIONS

THAT in accordance with Section 379A of the Act with respect to the year ending 31 December 2001 and all subsequent years until this resolution is revoked:



- (i) To apply the provisions of Section 80A of the Act in relation to the giving or renewal of an authority to allot shares to allow the usual time limit of five years to be exceeded.
- (ii) Pursuant to Section 252 of the Act, to dispense with the laying of the Directors' Report and Accounts before the Company in general meeting.
- (iii) Pursuant to Section 366A of the Act, to dispense with the holding of Annual General Meetings
- (iv) Pursuant to Section 369(4) and 378(3) of the Act, to reduce, from 95 per cent of the class to not less than 90 per cent, the percentage of shares required to be held by persons agreeing to an extraordinary general meeting (or to a resolution being passed as a special resolution) on short notice.
- (v) Pursuant to Section 386 of the Act, to dispense with the appointment of auditors annually.



Authorised signatory
For and on behalf of
AVIVA Company Secretarial Services Limited
Secretary