

Company number 05647494

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN SPECIAL RESOLUTIONS OF

CASTLEWOOD POCHIN DEVELOPMENTS LIMITED (the "Company")

Dated: 21st November 2006

We, the undersigned, being all the members of the Company entitled to attend and vote at an extraordinary general meeting of the Company, hereby resolve that the resolutions set out below be and are hereby passed as written resolutions of the Company pursuant to the provisions of the authority given by regulation 53 of Table A in the schedule to the Companies (Tables A-F) Regulations 1985 as amended, which regulations form part of the Company's articles of association and confirm that such resolutions shall be valid and effectual as if they had been passed at an extraordinary general meeting of the Company duly convened and held.

SPECIAL RESOLUTIONS

1 Change to Articles of Association

- 1.1 That the articles of association of the company be altered by inserting in the place of regulations 9.1 to 9.4 the following regulations:

9.1 The number of the Directors shall, unless and until otherwise determined by the Company by Special resolution, be not less than two nor more than eight.

9.2 Any member or members holding a majority in nominal value of the A shares for the time being in issue shall subject to Article 9.4 have power at any time to appoint any four persons to be Directors of the Company and to remove from office any person so appointed. Any reference in these Articles to an 'A' Director and the 'A' Directors is a reference to a director and the directors holding office under this paragraph.

9.3 Any member or members holding a majority in nominal value of the B shares for the time being in issue shall subject to Article 9.4 have power at any time to appoint any four persons to be Directors of the Company and to remove from office any person so appointed. Any reference in these Articles to a 'B' Director and the 'B' Directors is a reference to a director and the directors holding office under this paragraph.

9.4 Unless and until otherwise determined by the Company by special resolution not more than four persons shall at any time hold office as 'A'



Directors and not more than four persons shall at any time hold office as 'B' Directors.


2 Appointment of Additional Director

- 2.1 That the appointment of Thomas Warwick Marshall as a B Director be and is hereby approved in accordance with the amended Articles and any other relevant agreement.



Signed for and on behalf of
Pochin's plc

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DATE



Signed for and on behalf of
Castlewood Developments Limited

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DATE