Pursuant to Section 381A of the Companies Act 1985 (the "Act") the following written resolution of the Company has been signed by all the members of the Company entitled to attend and vote upon it if it had been proposed at a general meeting of the Company and accordingly is as effectual as if the same had been passed as a special resolution of the Company at a general meeting of the Company duly convened and held.

THAT

The Articles of Association of the Company be altered:

(a) in Article 3 by inserting the numbers "94, 95, 96," after the number "90,"; and

(b) by inserting a new Article 20A as follows:

"20A. Without prejudice to the obligation of each director to declare an interest in accordance with section 317 of the Act, a director may vote at a meeting of the Board or of a committee of the Board on any resolution concerning a matter in which he has an interest, whether direct or indirect, or in relation to which he has a duty. Having so declared any interest he may have, the director shall be counted in the quorum present when any such resolution is under consideration and if he votes on such resolution his vote shall be counted."