

Company Number 3302709

**THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
REXITER CAPITAL MANAGEMENT LIMITED**

Passed on 24 MAY 2000

In accordance with regulation 53 of Table A, which is incorporated in the company's articles of association by virtue of article 1(A) and (B) of those articles, we, the undersigned, being all the members of the company who, at the date of this resolution would be entitled to attend and vote at general meetings of the company, hereby unanimously resolve upon the following resolution and agree that it shall be as valid and effective as if it had been passed as a special resolution at a general meeting of the company duly convened and held

That in accordance with section 171 of the Companies Act 1985 and with the company's articles of association, the proposed redemption at nominal value by the company, of 2,200,000 non-cumulative redeemable preference shares of £1 each in the company, held by State Street International Holdings Inc, be approved and that such redemption be financed out of capital

Helena Coles

Helena Coles

Murray Davey

Murray Davey

Christopher James

Christopher James

Kenneth King

Kenneth King

Gavin MacLachlan

Gavin MacLachlan

Kirsty McLaren

Kirsty McLaren



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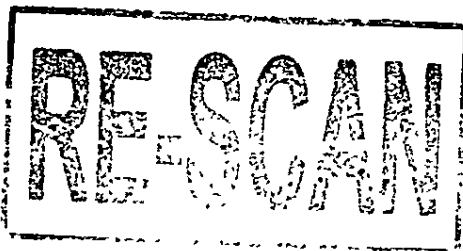
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State Street International
Holdings Inc



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Christopher Vale

C. Vale