

COPY TO BE FILED BY COMPANY AT COMPANIES HOUSE

Notice is hereby given that an **Extraordinary General Meeting** of Earl (Tresham) Limited (the "Company")

will be held at **24 BROOKS MEWS, LONDON, W1K 4EA** on the **2ND** day of **APRIL 2002** at **10 A.M.** o'clock for the purpose of considering and if thought fit passing the following Resolution which will be proposed as a Special Resolution:-

Special Resolution

That the provisions of the Memorandum of Association of the Company with respect to the objects of the Company be and are hereby altered by the re-numbering of sub-clause (a) of Clause 3 thereof to read sub-clause (a)(i) and the addition of the following sub-clause:-

- "(a)(ii) To promote the interests of Earl (Peterborough) Limited (registered number 4044680) and any other company which is for the time being the subsidiary, holding company or subsidiary of any holding company of the Company in any manner whatever, and in particular by paying or discharging the liabilities thereof or giving any undertaking to do so, by giving any indemnity or guarantee in respect of such liabilities and by giving any security or charge for any such indemnity or guarantee or for the payment of money or performance of obligations by any such company as aforesaid, either with or without consideration and whether or not any benefit flows to the Company other than the promotion of such interests as aforesaid, to the intent that the promotion of the interests of any such company as aforesaid shall be an object and not a power of the Company."

I hereby certify that the above Special Resolution was passed at an Extraordinary General Meeting

held on **2ND APRIL 2002**

Secretary

[Signature]

Earl (Tresham) Ltd

[Signature]

We being the holders of all the issued shares in the capital of, entitled to attend and vote at General Meetings of the Company **hereby consent** to the convening and holding of the above mentioned Extraordinary General Meeting of the Company today and the passing thereat of the Resolution above set forth notwithstanding that less than 21 days notice has been given of the said Meeting and that the Resolution to be proposed thereat will be so proposed as a Special Resolution.

Dated this **2ND** day of **APRIL 2002**

[Signature]

[Signature]

[Signature]



A44
COMPANIES HOUSE

A1EAOA30

0461
19/04/02

Notice is hereby given that an Extraordinary General Meeting of Earl (Tresham) Limited (the "Company")

will be held at 24 BROOKS MEWS, LONDON, W1K 4EA on
the 2ND day of APRIL 2002 at 10 A.M. o'clock for the
purpose of considering and if thought fit passing the following Resolution which will be proposed as a Special Resolution:-

Special Resolution

That the Memorandum of Association of the Company be amended by the deletion of Clause 3 (a) thereof and the substitution thereof of the following:-

"To borrow and raise money and secure any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages or charges upon the undertaking and all or any of the real and personal property and assets (present or future), and all or any of the uncalled capital for the time being of the Company, or by the creation and issue (at par or at a premium or discount and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit) of debentures, debenture stock or other obligations or securities of any description, and whether with or without the Company receiving any consideration to guarantee or secure (with or without a mortgage or charge on all or any part of the undertaking and assets, present and future and the uncalled capital, for the time being of the Company) the performance of the obligations, and the payment of the principal of, and dividends, interest and premiums on, any stocks, shares, debentures, debenture stock or other securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary of the Company (as defined by Section 736 of the Companies Act 1985) or the holding company (as defined by the said Section) or another subsidiary (as so defined) of the Company's holding company or otherwise associated with the Company in business and (without prejudice to the generality of the foregoing) to procure bankers or others to guarantee all or any of the obligations of the Company."

I hereby certify that the above Special Resolution was passed at an Extraordinary General Meeting

held on 2ND APRIL 2002

Secretary MTH

Earl (Tresham) Ltd

We being the holders of all the issued shares in the capital of, entitled to attend and vote at General Meetings of the Company hereby consent to the convening and holding of the above mentioned Extraordinary General Meeting of the Company today and the passing thereat of the Resolution above set forth notwithstanding that less than 21 days notice has been given of the said Meeting and that the Resolution to be proposed thereat will be so proposed as a Special Resolution.

Dated this 2nd day of April 2002

MTH