

No. 5965280 THE COMPANIES ACT 1985

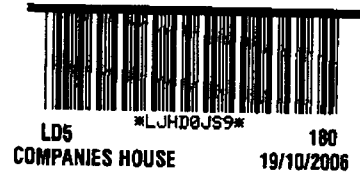
COMPANY LIMITED BY SHARES

RESOLUTIONS

of

DRURY LANE CAPITAL PLC

Passed



AT an Extraordinary General Meeting of Bow Lane Capital Plc (the "**Company**") convened and held on 13 October 2006 following Resolutions were duly passed, Resolutions Nos. 1 to 4 as Ordinary Resolutions and Resolution Nos. 5 to 6 as Special Resolutions:

ORDINARY RESOLUTIONS

THAT:

- 1 each of the issued and each of the unissued Ordinary Shares of £1 each of the Company be sub-divided into 10 Ordinary Shares of 10 pence each ("**Ordinary Shares**");
- 2 the authorised share capital of the Company be increased from £50,000 to £10,050,000 by the creation of 99,500,000 new Ordinary Shares of 10 pence each AND 50,000 redeemable preference shares of £1 each (the "**Redeemable Preference Shares**");
- 3 subject to the passing of Resolutions 1 and 2, the directors of the Company (the "**Directors**") be and are generally and unconditionally authorised, in accordance with section 80 of the Companies Act 1985 (as amended) (the "**Act**"), to exercise all the powers of the Company to allot relevant securities (as defined in that section) up to an aggregate nominal amount of £6,050,000 that authority to expire on 31 December 2007 or, if earlier, at the conclusion of the next annual general meeting of the Company, unless previously revoked, varied or extended by the Company in general meeting, but so that this authority shall allow the Company to make before the expiry of this authority offers or agreements which would or might require relevant securities to be allotted after that expiry;
- 4 subject to the passing of Resolution 5, immediately following the redemption of Redeemable Preference Shares, each Redeemable Preference Share shall automatically be sub-divided into and redesignated as 10 Ordinary Shares of 10 pence each in the authorised but unissued share capital of the Company without any further resolution;

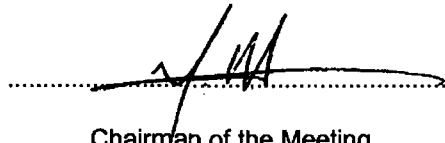
SPECIAL RESOLUTIONS

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(a) subject to the passing of Resolution 3, as set out in the notice of this Meeting, the Directors be and are empowered, pursuant to section 95 of the Act, to allot (within the meaning of section 94(3A) of the Act) equity securities (within the meaning of section 94(2) of the Act) for cash pursuant to the authority given in accordance with section 80 of the Act by that resolution as if section 89(1) of the Act did not apply to that allotment, provided that this power shall be limited to the allotment (within the meaning of section 94(3A) of the Act) of equity securities up to an aggregate nominal amount of £6,050,000 except that the Company may, before that expiry, make offers or agreements which would or might require equity securities to be allotted after that expiry; and

(b) (b) words and expressions defined in or for the purposes of Part IV of the Act shall bear the same meanings in these Resolutions; and

6 the regulations contained in the printed document now produced to the Meeting and for the purposes of identification signed by the Chairman be and the same are approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all the existing articles of association of the Company.



A handwritten signature in black ink, consisting of a series of loops and strokes, is written over a horizontal dotted line. The signature is positioned centrally above the text 'Chairman of the Meeting'.

Chairman of the Meeting