

**NEWCHAIN LIMITED (THE COMPANY)**  
**(Incorporated in England under Registered No. 2768653)**

Special resolutions of all the members of Newchain Limited passed on 21 June 1995:

It was resolved by all the members of the company

1. That the references in Clauses 3.1(a) and 3.31 of the Memorandum of Association of the company to it acting without remuneration as an agent or trustee should be recognised as having been, since incorporation of the company, a substantive separate object of the company rather than a mere ancillary power and that it would continue to be such hereafter.
2. That no director or Company Secretary of the company should be regarded as having been under any duty or obligation to account to Newchain Ltd for any professional earnings or salary received by them in connection with activities carried out in circumstances where Newchain Ltd could be regarded as directly or indirectly contributing to the earning of such income, whether by the company having acted as an officer of another company, or as an unremunerated agent or trustee for any party in any respect, and that such officers of the company would continue to hereafter not be under any such duty or obligation; and that the past conduct of all such officers of the company in this respect is hereby consented to, approved and ratified and is furthermore relieved from any liability that might otherwise attach to such individuals.
3. That so long as any individual who is a director or Company Secretary of Newchain Ltd is also an employee or partner of the professional practice currently named Simpson Froud and which has as its partners the two current shareholding members of Newchain Ltd then the fact of any professional earnings or salary being received by an officer of Newchain Ltd as a partner of or employee in the Simpson Froud partnership shall continue to be regarded as not only consented to, approved and ratified by the members of Newchain Ltd but as also being removed from any liability that might otherwise attach to such individuals.

