

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** In particular, if you are the registered holder of Ordinary Shares in Rank and are resident in the United States, or if you hold Ordinary Shares for, or on behalf of, somebody else who is resident in the United States, it is important that you read this document in full, together with the accompanying documentation, and follow the instructions set out therein. In addition, the voting action described in such documents may affect your holdings of Ordinary Shares. When considering what action you should take, you should seek your own independent advice immediately from your stockbroker, bank, solicitor, accountant, fund manager or other financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your Ordinary Shares, please send this document and the enclosed Form of Proxy at once to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.



## **THE RANK GROUP Plc**

**Proposals to amend the Company's Articles of Association  
to confer on the Board the power to require the sale of Ordinary Shares  
held by US Holders to enable the Company to de-register under  
the US Securities Exchange Act of 1934**

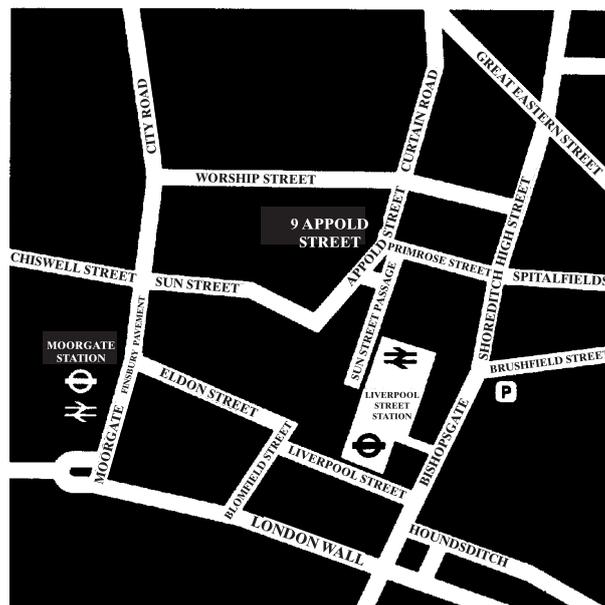
and

### **Notice of Extraordinary General Meeting**

to be held at Broadgate West, 9 Appold Street, London EC2A 2AP on

**Thursday, 4 August 2005**

**at 10.00 am**



Shareholders are requested to complete and return the enclosed Form of Proxy as soon as possible and in any case so as to arrive no later than 10.00 am on 2 August 2005.

# The Rank Group Plc

(registered in England and Wales no. 3140769)

Directors:

Alun Cathcart, *Chairman*  
Mike Smith, *Chief Executive*  
Peter Gill, *Finance Director*  
David Boden, *Executive Director*  
Richard Greenhalgh  
Brendan O'Neill  
Oliver Stocken  
John Sunderland

Registered Office:  
6 Connaught Place  
London

11 July 2005

## EXTRAORDINARY GENERAL MEETING – Thursday, 4 August 2005

*To holders of Ordinary Shares*

Dear shareholder:

### 1. Introduction

I am writing to explain the background to proposals for changes to the Company's Articles of Association which are being submitted for approval at an Extraordinary General Meeting of the Company. Set out at the end of this document is the Notice of the Extraordinary General Meeting which contains the text of the proposed amendments to the Articles. The Extraordinary General Meeting will be held at Broadgate West, 9 Appold Street, London EC2A 2AP on 4 August 2005, at 10.00 am.

On 1 July 2005, the Company announced that it intended to delist voluntarily from NASDAQ, to terminate its ADR programme and to amend its Articles of Association to allow it to require US Holders to transfer their Ordinary Shares with a view to enabling the Company to terminate its US Registration and thereby suspend its SEC reporting and other applicable US obligations, including compliance with the Sarbanes-Oxley Act. The reason for doing so is the increased cost of maintaining its US Registration and complying with SEC reporting and other applicable US obligations.

The Ordinary Shares will continue to be listed on the Official List and to be traded on the London Stock Exchange's market for listed securities, and the Company will continue to be subject to the Listing Rules and the Combined Code on Corporate Governance. The purpose of the resolution to be proposed at the Extraordinary General Meeting is to amend the Company's Articles of Association to allow the Company to require US Holders to transfer their Ordinary Shares in connection with a termination of its US Registration; delisting from NASDAQ and termination of the ADR programme will proceed in any event.

Termination of its US Registration would allow the Company to dispense with the external review and auditor attestation requirements of the Sarbanes-Oxley Act. The Board estimates that, once the full requirements of the Sarbanes-Oxley Act are in force for non-US registrants, compliance would represent an incremental cost to the Company, taking into account external costs and management time, of not less than £2.1 million per annum. Having considered the costs and benefits of maintaining a NASDAQ listing and the US Registration, the Board believes that, notwithstanding the Company's strong operational presence in the US, the burden and expense of complying with the SEC reporting and other applicable US obligations is out of proportion to the benefits, given the size of the Company's US shareholder base. Taking these factors into account, the Company has therefore concluded that US Holders should not be considered to be in the same position as other shareholders and that the proposed amendments to the Articles of

Association and the other de-registration steps described further below are in the best interests of the Company and its shareholders as a whole.

On 29 June 2005, the Company directed the Depository to terminate its ADR programme. The Company has also applied voluntarily to delist its ADSs and underlying Ordinary Shares from NASDAQ. It is expected that termination of the ADR programme and the NASDAQ delisting will become effective as at the close of trading on 31 August 2005. Holders of ADSs are entitled to exchange their ADSs for the corresponding number of underlying Ordinary Shares in the Company until 31 October 2005, failing which they will receive cash following the disposal by, or on behalf of, the Depository of their underlying Ordinary Shares.

The Company will not be able to terminate its US Registration and suspend its SEC reporting and other applicable US obligations, including compliance with the Sarbanes-Oxley Act, until it is satisfied that the number of US residents holding Ordinary Shares in the Company, whether directly or through nominees, is less than 300. The number of US Holders must remain below 300 at each fiscal year-end after termination of the US Registration in order to avoid re-commencement of SEC reporting and other applicable US obligations. Furthermore, the number of US residents holding debt securities of Rank previously registered under the Securities Act must also be less than 300 for the Company to suspend its SEC reporting obligations and must remain below 300 at each fiscal year-end for this suspension to continue. Termination of the US Registration of the Ordinary Shares will occur 90 days after filing a certification with the SEC that the number of US Holders of the Ordinary Shares is less than 300.

Accordingly, the Board proposes that the Company amends its Articles to include a new provision conferring upon the Board the power to require Ordinary Shares which are held by US Holders to be sold to non-US persons. This compulsory transfer power would not be limited in time but would be generally available to the Board to exercise from time to time. Assuming the Articles are so amended, if the Board decides to exercise the compulsory transfer power, it will do so with the objective of reducing the number of US Holders so as to allow the Company to terminate its US Registration, suspend its SEC reporting and other applicable US obligations and prevent such obligations reviving in the future. Subject to legal, fiduciary and regulatory requirements and costs, the Board will take account of the relative size of the holdings of US Holders and apply the power first to those US Holders with the smallest holdings of Ordinary Shares. Further details of the proposed amendments to the Articles are given below.

On the basis of the information then available to the Company, the Directors estimate that as at 31 May 2005 there were approximately 660 US Holders holding in total approximately 16.2 per cent. of the issued Ordinary Shares and that approximately 15.6 per cent. of the issued Ordinary Shares were held by approximately 265 US Holders. Accordingly, the Directors estimate that, as at 31 May 2005, it would have been necessary to require the transfer of a maximum of 0.6 per cent. of the issued Ordinary Shares in order to reduce the number of US Holders below 300. The number of Ordinary Shares held by US Holders that would have to be sold to achieve this purpose is expected to reduce as a result of the termination of the ADR programme and the cancellation of the NASDAQ listing.

## **2. Summary of the De-registration Steps**

In the light of the Board's conclusions, the following steps have been, or are proposed to be, taken:

### **(a) *Termination of ADR programme and NASDAQ delisting***

On 29 June 2005, the Company directed the Depository to amend the Deposit Agreement to reduce the period of time which holders of ADSs have to surrender their ADRs to the Depository for receipt of the Ordinary Shares underlying their ADSs

from six months to 60 days. The Company also directed the Depositary to terminate the Deposit Agreement. Accordingly, on 1 July 2005, the Depositary gave notice to holders of ADSs of the above amendment and of the fact that the Deposit Agreement will terminate, both with effect from the close of trading on 31 August 2005.

The Company has also applied to NASDAQ voluntarily to delist its ADSs and the underlying Ordinary Shares. It is expected that the NASDAQ delisting will become effective as at close of trading on 31 August 2005.

Accordingly, it is expected that, as of 31 August 2005, the ADR programme will be terminated and the ADSs and underlying Ordinary Shares will be delisted from NASDAQ.

(b) *Termination of US Registration and compulsory transfer power*

Rank intends to terminate its US Registration and suspend its SEC reporting and other applicable US obligations when it is permitted by applicable SEC regulation to do so. As noted in the introduction, filing for termination of the US Registration will not occur unless the number of US Holders is less than 300. De-registration will occur 90 days after filing a certification with the SEC that the number of (i) US Holders, and (ii) of US residents holding the debt securities previously registered with the SEC is less than 300.

In order to ensure that Rank will be able to de-register from the SEC, the Board proposes, subject to approval by holders of Ordinary Shares, to amend the Articles to include the compulsory transfer provisions described below.

Assuming that holders of Ordinary Shares approve the proposed amendment to the Company's Articles of Association, the Board will be entitled to serve notices on shareholders or other persons appearing to the Company to have an interest in any Ordinary Shares requiring them to provide information relating to the ownership of such Ordinary Shares to the Company or to show that such Ordinary Shares are not held by or for a US Holder. The Company will maintain a register of persons whom the Board considers to be US Holders.

The Board may give notice to any one or more US Holders requiring that they sell their Ordinary Shares within 21 days. If such notice is not complied with, the Company may sell or procure the sale, on behalf of such US Holders, of the Ordinary Shares to which the notice relates. The proceeds of sale will be paid to the holder of the Ordinary Shares so sold (after deduction of any costs of sale) upon surrender by the holder of any share certificate in respect of such Ordinary Shares. Before the Board exercises the compulsory transfer power, the Company will make an appropriate announcement through a regulatory information service.

Whilst the timing of any exercise of the compulsory transfer power has not yet been decided, and assuming the Articles are so amended, it is not expected that the Company will exercise the power prior to the Company's announcement of its final results for the fiscal year ending 31 December 2005, expected to be made in February 2006.

Thereafter, the Board may from time to time require Ordinary Shares to be sold under the procedures described above in order to be satisfied that, at each subsequent fiscal year-end, the number of US Holders remains below 300 in respect of the Ordinary Shares.

(c) *US employees*

As a result of the deregistration steps envisaged in this document, the Company's Remuneration Committee intends to review the equity incentive plans in which the Company's US employees participate. Following the review, the Remuneration

Committee will recommend to the Board whether or not any changes should be made to the existing equity incentive arrangements that are available to US employees in the group.

### **3. Information for US holders of Ordinary Shares**

#### *(a) NASDAQ delisting and termination of the ADR programme*

As noted in paragraph 2 above, it is expected that, as at the close of trading on 31 August 2005, the ADSs and the underlying Ordinary Shares will be delisted from NASDAQ, and the ADR programme will be terminated.

Following termination of the ADR programme, holders of ADSs will receive the Ordinary Shares underlying their ADSs upon the holders' surrender of their ADRs to the Depositary and payment of the Depositary's fee and any applicable tax or governmental charges. The Depositary will deliver the Ordinary Shares in accordance with the account specifications the ADS holders provide to the Depositary. In the notice of termination of the ADR programme, the Depositary set out the procedures to be followed by holders of registered ADSs in order to receive the Ordinary Shares underlying their ADSs in their desired account. Persons holding ADSs through brokers, banks or other nominees should consult with them regarding compliance with the Depositary's procedures.

Following termination, the Depositary's only obligation to ADS holders will be to deliver the Ordinary Shares underlying their ADSs to them together with any dividends or other distributions the Depositary has received on the Ordinary Shares underlying the ADSs, upon the ADS holders' compliance with the surrender and payment procedures described in the previous paragraph. If any ADS holder has not complied with these procedures by 31 October 2005, the Depositary may sell the Ordinary Shares underlying the holder's ADSs and hold the net proceeds from such sale for the ADS holder. The Depositary will not segregate the net proceeds it keeps for one ADS holder from the net proceeds held for any other ADS holder and, further, it is not required to invest these net proceeds or collect interest on them for the ADS holders' benefit.

Following the NASDAQ delisting and termination of the ADR programme, the Ordinary Shares will continue to be listed on the Official List and to be traded on the London Stock Exchange's market for listed securities. The Company will also continue to be subject to the Listing Rules and to the Combined Code of Corporate Governance and will continue to maintain its high standards of corporate governance. In addition, clearing and settlement of the Ordinary Shares will be conducted through CREST, the UK clearing and settlement system. However, investors are cautioned that, following delisting from NASDAQ, no organised trading market is expected to develop for Ordinary Shares in the US and that, therefore, trading of them within the US is likely to be extremely limited.

Further, unlike with the existing ADSs, all future cash payments in respect of the Ordinary Shares will be made in pounds sterling. The Ordinary Shares will not be serviced by a US transfer agent and persons wishing to transfer their Ordinary Shares will need to comply with applicable UK registration requirements. Any enquiries, including enquiries with respect to such registration requirements, will need to be referred to the Company's registrars, Lloyds TSB Registrars, The Causeway, Worthing, West Sussex, BN99 6DA, United Kingdom (tel: 0870 600 3953 (UK resident shareholders) or +44 121 415 7047 (non-UK resident shareholders)).

#### *(b) UK stamp duty and stamp duty reserve tax*

A United Kingdom stamp duty liability of £5 per ADS holder will arise on distribution (as described in paragraph 3(a) above) of the Ordinary Shares by the Depositary. Such stamp duty will be payable by the ADS holders.

Transfers on sale of Ordinary Shares after termination of the ADR programme will generally be subject to United Kingdom stamp duty at the rate of 0.5% of the consideration given for the transfer. The purchaser normally pays the stamp duty.

An agreement to transfer Ordinary Shares will normally give rise to a charge to stamp duty reserve tax at a rate of 0.5% of the amount or value of the consideration payable for the transfer. If an instrument of transfer, which is executed pursuant to such an agreement and which transfers the relevant Ordinary Shares to the counterparty to that agreement, is duly stamped and produced within six years of the date on which the agreement is made (or, if the agreement is conditional, the date on which the condition is satisfied), any stamp duty reserve tax paid is repayable, generally with interest, and otherwise the stamp duty reserve tax charge is cancelled. Stamp duty reserve tax is generally payable by the purchaser.

Paperless transfers of Ordinary Shares within the CREST system will generally be liable to stamp duty reserve tax, rather than stamp duty, at the rate of 0.5% of the amount or value of the consideration payable under the relevant agreement to transfer the shares. CREST is obliged to collect stamp duty reserve tax on relevant transactions settled within the CREST system. Deposits of Ordinary Shares into CREST will not generally be subject to stamp duty reserve tax unless the transfer into CREST is itself made for consideration.

(c) *Termination of US Registration of the Ordinary Shares*

**In the event that Ordinary Shares are sold compulsorily pursuant to the power described in this document, the Directors will appoint a broker to sell such Ordinary Shares at the best price reasonably obtainable in the market at the time of sale. The sale proceeds will be paid to the holder of the Ordinary Shares so sold (after deduction of any costs of sale). US Holders should be aware that the price at which the Ordinary Shares may be sold pursuant to the compulsory transfer provisions may be lower or higher than the market value of the Ordinary Shares at the date of this document.**

#### 4. Action to be taken

(a) *Shareholders*

The Extraordinary General Meeting will be held at Broadgate West, 9 Appold Street, London EC2A 2AP on 4 August 2005 at 10.00 am. Holders of Ordinary Shares are entitled to attend and vote at the Extraordinary General Meeting. Enclosed with this circular is a Form of Proxy for use at the Extraordinary General Meeting. Holders of Ordinary Shares should ensure that they complete, sign and return the Form of Proxy to the Company's registrars, Lloyds TSB Registrars, The Causeway, Worthing, West Sussex, BN99 6DA, United Kingdom (tel: 0870 600 3953 (UK resident shareholders) or +44 121 415 7047 (non-UK resident shareholders)) as soon as possible but, in any event, so as to be received no later than 10.00 am on 2 August 2005. Completing and returning a Form of Proxy will not preclude a holder of Ordinary Shares from attending the Extraordinary General Meeting.

(b) *Holders of ADSs*

The latest time to provide the Depositary with voting instructions for the Extraordinary General Meeting is 3.00 pm (New York time) on 29 July 2005.

Holders of ADSs will not be entitled to attend the Extraordinary General Meeting to vote on the proposed amendments to the Articles, except as described below. The Depositary, or its nominee, as the record holder of Ordinary Shares underlying the ADSs, will be so entitled and will vote in accordance with instructions that are

received by the Depositary by 3.00 pm (New York time) on 29 July 2005 from holders of ADSs.

Holders of ADSs who wish to attend the Extraordinary General Meeting to vote on the proposed amendments to the Articles should surrender their ADSs for cancellation to the Depositary, pay all related fees, charges and taxes and otherwise comply with the relevant terms of the Deposit Agreement so as to become record holders of Ordinary Shares prior to 10.00 am on 2 August 2005.

#### **5. Certain US securities law considerations**

Since the Ordinary Shares are presently registered with the SEC pursuant to the Exchange Act, Rank is subject to the Exchange Act's reporting obligations. The Company presently files with the SEC an annual report on Form 20-F and submits to the SEC certain reports on Form 6-K in compliance with these reporting obligations. Following the effectiveness of the proposed amendments to the Articles, Rank will continue to file with, and submit to, the SEC these same reports until its duty to file and submit such reports with respect to the Ordinary Shares and the debt securities is suspended, which occurs immediately upon filing of the required certifications that the number of US Holders and US resident holders of the debt securities is below 300, respectively. After termination of its US Registration, and for so long as the Company remains de-registered, Rank will be exempt from these reporting and other applicable US obligations and will no longer file any reports with the SEC.

#### **6. Recommendation**

Your Board believes that the proposed amendments to the Company's Articles, which are intended to facilitate termination of its US Registration, are in the best interests of the Company and its shareholders as a whole.

**Accordingly, your Board unanimously recommends that you vote in favour of the resolution to be proposed at the Extraordinary General Meeting as the Directors intend to do in respect of their own beneficial holdings, which amount in total to 667,025 Ordinary Shares, representing approximately 0.11% of the issued ordinary share capital of the Company.**

Yours sincerely,



**Alun Cathcart**  
Chairman

## Definitions

*The following definitions shall apply to the words and phrases used in the letter from the Chairman of The Rank Group Plc:*

ADR	An American depositary receipt evidencing title to one or more ADSs
ADS	American depositary shares, each representing two Ordinary Shares
Articles or Articles of Association	The current articles of association of Rank
Board or Directors	The directors of Rank
Company or Rank	The Rank Group Plc
Deposit Agreement	The deposit agreement dated 7 October 1996 (as amended on 31 October 1996) among Rank, the Depositary and the owners and holders of ADRs from time to time
Depositary	JPMorgan Chase Bank, N.A. (formerly Morgan Guaranty Trust Company of New York) and any successor thereto in its capacity as the depositary under the Deposit Agreement
Extraordinary General Meeting	The Extraordinary General Meeting of the Company convened by the Notice set out at the end of this document to be held at Broadgate West, 9 Appold Street, London EC2A 2AP on 4 August 2005 at 10.00 am
Exchange Act	The US Securities Exchange Act of 1934, as amended
FSMA	The Financial Services and Markets Act 2000
Listing Rules	The listing rules, the prospectus rules and the disclosure rules which are made and amended from time to time by the Financial Services Authority acting in its capacity as the competent authority for the purposes of Part VI of FSMA
London Stock Exchange	London Stock Exchange plc
NASDAQ	The NASDAQ National Market
Official List	The Official List of the UKLA
Ordinary Shares	The ordinary shares of 10 pence each in Rank
Sarbanes-Oxley Act	The US Sarbanes-Oxley Act of 2002
SEC	The US Securities and Exchange Commission
Securities Act	The US Securities Act of 1933, as amended
UKLA	The Financial Services Authority acting in its capacity as the competent authority for the purposes of Part VI of FSMA and in the exercise of its functioning in respect of the admission to the Official List otherwise than in accordance with Part VI of FSMA
United States or US	The United States of America, its territories and possessions, any state of the United States, and the District of Columbia
US Holder	Persons resident in the US who hold ADSs or Ordinary Shares either directly or for whose account ADSs or Ordinary Shares are held by any broker, dealer or bank (or nominee of any of these)
US Registration	Registration with the SEC under the Exchange Act

# THE RANK GROUP Plc

Company Number 3140769

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of The Rank Group Plc (the “**Company**”) will be held at Broadgate West, 9 Appold Street, London EC2A 2AP on Thursday, 4 August 2005 at 10.00 am for the purpose of considering and, if thought fit, passing the following resolution:

### SPECIAL RESOLUTION

THAT the Articles of Association of the Company be amended by:

- (a) inserting in the third line of Article 29(A) after the words “... or on which the Company has a lien...”

“...or to which the final sentence of Article 38(E)(1) applies...”

- (b) inserting after Article 37 the following new Article:

#### “LIMITATIONS ON SHAREHOLDINGS BY US HOLDERS

##### *Purpose and interpretation*

38(A)(1) The purpose of this Article is to restrict the number of US Holders who hold or have an interest in shares of any class in the capital of the Company, so as to enable the Company to suspend its obligations under the US Securities Exchange Act of 1934 and to prevent any such obligations from arising again in the future.

- (2) For the purpose of this Article:

- (a) **interest**, in relation to shares, means any interest which would be taken into account in determining for the purposes of Part VI of the Act whether a person has a notifiable interest in a share (including any interest which he would be taken as having for those purposes) and interested shall be construed accordingly;
- (b) **Relevant Shares** means shares in the Company (including, without limitation, shares now or at any time represented by American depositary shares) which are held by US Holders in any manner described in Rule 12g3-2(a)(1) of the US Securities Exchange Act of 1934 (including directly or through or as nominee) or which are deemed pursuant to this Article to be so held;
- (c) **Required Disposal** means in relation to any Relevant Shares a disposal or disposals of such shares or interests therein which will result in such shares ceasing to be Relevant Shares;
- (d) **Register of US Holders** means the register to be maintained in accordance with Article 38(D);
- (e) **US Holder** means (i) persons resident in the US who hold shares in the Company (including, without limitation, shares now or at any time represented by American depositary shares) in any manner described in Rule 12g3-2(a)(1) of the US Securities Exchange Act of 1934 (including directly or through or as nominee) and (ii) persons who appear, at any time, to the Directors to fall within sub-paragraph (i) of this definition of US Holder; and
- (f) **US** means the United States of America, its territories and possessions, any state of the United States, and the District of Columbia.

### ***Disclosure notices***

(B)(1) The Directors may by notice in writing require any member or other person appearing to be interested or appearing to have been interested in shares in the Company to disclose to the Company in writing such information as the Directors shall require relating to the ownership of or interests in the shares in question as lies within the knowledge of such member or other person (supported, if the Directors so require, by a statutory declaration and/or by independent evidence) including (without prejudice to the generality of the foregoing) any information which the Company is entitled to seek pursuant to section 212 of the Act and any information which the Directors shall deem necessary or desirable in order to determine whether any shares are Relevant Shares.

(2) Whether or not a notice pursuant to Article 38(B)(1) has been given, the Directors may by notice in writing require any member or other person appearing to be interested or appearing to have been interested in shares in the Company to show to the satisfaction of the Directors that the shares in question are not Relevant Shares. Any person on whom such a notice has been served and any other person who is interested in such shares may within 14 days of such notice (or such longer period as the Directors may consider reasonable) make representations to the Directors as to why such shares should not be treated as Relevant Shares but if, after considering any such representations and such other information as seems to them relevant, the Directors believe such shares to be Relevant Shares, the Directors may determine that such shares shall be deemed to be Relevant Shares and they shall thereupon be treated as such for all purposes of this Article.

(3) The Directors may give a notice pursuant to Article 38(B)(1) or (2) or both of them at any time and the Directors may give one or more than one such notice to the same member or other person in respect of the same shares.

### ***Notification obligation***

(C) Each member shall notify the Company immediately upon becoming aware that any shares in which he is interested (i) is or has become a Relevant Share or (ii) has ceased to be a Relevant Share.

### ***Register of US Holders***

(D)(1) The Directors shall maintain, in addition to the register, a register of US Holders, in which there shall be entered particulars of any shares which are or have been deemed to be Relevant Shares. The particulars entered on the Register of US Holders in respect of any share shall comprise, in addition to the name of the holder, the name of any US Holder interested or who appears to the Directors to be interested in such share and such information as has been supplied to the Directors pursuant to Article 38(B)(1) or (2) or otherwise or, if no such information has been supplied, such information as the Directors consider appropriate.

(2) The Directors shall remove from the Register of US Holders particulars of any share if there has been furnished to it a declaration (in such form as the Directors may from time to time prescribe) by the holder of such share, together with such other evidence as the Directors may require, that satisfies the Directors that such share is no longer a Relevant Share.

### ***Required Disposal***

(E)(1) The Directors may give notice to the holder of any Relevant Shares and, if they so choose, to any other person appearing to them to be interested in such Relevant Shares calling for a Required Disposal of some or all of the Relevant Shares held by such person to be made within 21 days or such longer period as the Directors consider reasonable. The Directors may extend the period in which any such notice is required to be complied with and may withdraw any such notice (whether before or after the expiration of the

period referred to) if it appears to them that the shares to which the notice relates are not or are no longer Relevant Shares or in any other circumstances the Directors see fit. If the Directors are not satisfied that a Required Disposal has been made by the expiry of the 21 day period (as may be extended), no transfer of any of the Relevant Shares to which the notice relates may be made or registered other than a transfer made pursuant to Article 38(E)(2) or unless such notice is withdrawn.

(2) If a notice given under Article 38(E)(1) above has not been complied with in all respects to the satisfaction of the Directors or withdrawn, the Directors shall, so far as they are able, make a Required Disposal (or procure that a Required Disposal is made) and shall give written notice of such disposal to those persons on whom the notice was served. The holder of the shares duly disposed of and all other persons interested in such shares shall be deemed irrevocably and unconditionally to have authorised the Directors to make such Required Disposal. The manner, timing and terms of any such Required Disposal made or sought to be made by the Directors (including but not limited to the price or prices at which the same is made and the extent to which assurance is obtained that no transferee is or would become a US Holder) shall be such as the Directors determine (based on advice from bankers, brokers, or other persons the Directors consider appropriate to be consulted by it for the purpose) to be the best reasonably obtainable in the market having regard to all the circumstances, including but not limited to the number of shares to be disposed of and any requirement that the disposal be made without delay; and the Directors shall not be liable to any person (whether or not a US Holder) for any of the consequences of reliance on such advice.

(3) For the purpose of effecting any Required Disposal, the Directors may:

- (a) authorise in writing any officer or employee of the Company to execute any necessary transfer on behalf of any holder; and/or
- (b) convert any share from uncertificated form to certificated form,

and may enter the name of the transferee in the register in respect of the transferred shares notwithstanding the absence of any share certificate and may issue a new certificate to the transferee and an instrument of transfer executed by any officer or employee of the Company so authorised by the Directors shall be as effective as if it has been executed by the holder of the transferred shares and the title of the transferee shall not be affected by any irregularity or invalidity in the proceedings relating to the sale. The proceeds of the Required Disposal shall be received by the Company or by any person nominated by the Company whose receipt shall be a good discharge for the purchase money and shall be paid (without any interest being payable in respect of it and after deduction of any costs of sale) to the former holder (or, in the case of joint holders, the first of them named in the register) upon surrender by him or on his behalf to the Company for cancellation of any certificate in respect of the transferred shares.

### ***Miscellaneous***

(F)(1) Nothing in this Article shall require the Directors to assume that any person is a US Holder unless the information contained in the register, the registers kept by the Company under Part VI of the Act or in the Register of US Holders, appears to the Directors to indicate to the contrary or the Directors have reason to believe otherwise, in which circumstances the Directors shall make enquiries in good faith to discover whether any person is a US Holder.

(2) The Directors shall not be obliged to give any notice otherwise required under this Article to any person if they do not know either his identity or his address. The absence of such a notice in those circumstances and any accidental error in or failure to give any notice to any person to whom notice is required to be given under this Article shall not prevent the implementation of, or invalidate, any procedure under this Article.

(3) Save as otherwise provided in this Article, the provisions of these Articles applying to the giving of notice of meetings to members shall apply to the giving of any notice required by this Article. Any notice required by this Article to be given to a person who is not a member, or who is a member whose registered address is not within the United Kingdom and who has not given to the Company an address within the United Kingdom at which notices may be given to him, shall be deemed validly served if it is sent through the post in a pre-paid envelope addressed to that person at the address (or, if more than one, at one of the addresses), if any, at which the Directors believe him to be resident or carrying on business or to his last known address as shown in the register. The notice shall in such a case be deemed to have been given on the third day following that on which the envelope containing the same is posted. Proof that the envelope was properly addressed, pre-paid and posted shall be conclusive evidence that the notice was given.

(4) Any resolution or determination of, or decision or exercise of any discretion or power by, the Directors or any Director or by the chairman of any meeting under or pursuant to the provisions of this Article (including without prejudice to the generality of the foregoing as to what constitutes enquiries made in good faith or as to the manner, timing and terms of any Required Disposal made by the Directors under Article 38(E) above) shall be final and conclusive; and any disposal or transfer made, or other thing done, by or on behalf of, or on the authority of, the Directors or any Director pursuant to the foregoing provisions of this Article shall be conclusive and binding on all persons concerned and shall not be open to challenge, whether as to its validity or otherwise on any ground whatsoever. The Directors shall not be required to give any reasons for any decision, determination or declaration taken or made in accordance with this Article.

(5) Nothing in this Article shall constitute the holders of Relevant Shares as a separate class.

(6) This Article shall apply notwithstanding any provision in any other of these Articles which is inconsistent with or contrary to it"; and

(c) renumbering all subsequent Articles accordingly and by altering all cross-references accordingly.

By Order of the Board  
**Charles Cormick**  
Secretary  
6 Connaught Place  
London  
W2 2EZ  
11 July 2005

#### NOTES

1. A member entitled to attend and vote may appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member. A form of proxy is enclosed for this purpose. The appointment of a proxy will not preclude a member from attending and voting in person.
2. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those holders of Ordinary Shares registered in the register of members of the Company as at 10.00 am on 2 August 2005 shall be entitled to attend or vote at the meeting in respect of the number of Ordinary Shares registered in their names at that time. Changes to entries on the register of members after 10.00 am on 2 August 2005 shall be disregarded in determining the rights of any person to attend or vote at the meeting.
3. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.  
In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message must be transmitted so as to be received by the Company's agent, Lloyds TSB Registrars (whose CREST ID is R021A) by the specified latest time(s) for receipt of proxy appointments. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed.  
The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
4. To be effective, an appointment of a proxy must be received at the specified address not later than 10.00 am on 2 August 2005.