

Company No: 27883

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

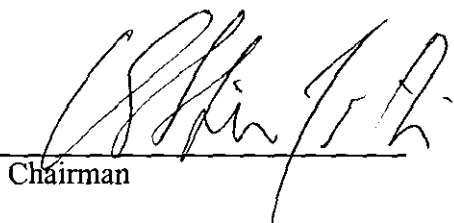
of

BRIDGEND GROUP PLC

At an extraordinary general meeting of the Company duly convened and held on 13 March 2000 at Lacon House, Theobald's Road, London WC1X 8RW the following ordinary resolution was duly passed:

Ordinary resolution

THAT, the proposed disposal by the Company of John Sydney (as defined in the circular to shareholders of the Company dated 23 February 2000 "the Circular") pursuant to and on the terms of the John Sydney Disposal Agreement (as defined in the Circular) ("the Agreement"), a copy of which, initialled by the Chairman for the purpose of identification, has been produced to the Meeting, be and is hereby approved and the Directors be and are hereby authorised to do, undertake, approve and execute all acts, things and documents as may be necessary or desirable to complete and give effect to the transaction and arrangements contemplated by the Agreement and to make such minor amendments, variations, extensions and waivers of any of the terms of the Agreement as they think necessary or desirable.


Chairman

