

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

RING PLC

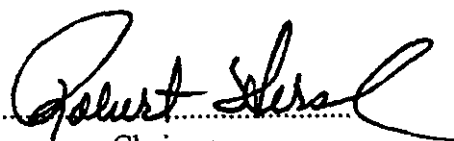
At an extraordinary general meeting of the above named Company duly convened and held at Gelderd Road, Leeds LS12 6NB on ~~23~~ August 2000 at      am/pm the following resolutions were duly proposed and passed, in the case of the resolution 1 below, as a special resolution in the case of the resolution 2 below, as an ordinary resolution.

Special resolution

- 1 That the Company be re-registered as a private company under the Companies Act 1985 by the name of Ring Limited and that its memorandum be amended according as follows:
  - (a) In clause 1, by the deletion of the words "Public Limited Company" and by substituting the word "Limited",
  - (b) By deleting clause 2, and
  - (c) By renumbering clauses 3 to 5 as clauses 2 to 4 respectively;
  - (d) the articles of the Company be amended accordingly as follows:
    - (i) On page 1, by the deletion of the words "Public Limited Company" and by substituting the word "Limited".

Ordinary resolution

- 2 That Thomas S Bluth be appointed as a director of the Company with immediate effect.

  
Chairman

