

**MAPPIN & WEBB LIMITED**

(Registered No.53237)



We, as the sole shareholder in the Company (as permitted by the Companies (Single Member Private Limited Companies) Regulations 1992) HEREBY RESOLVE by way of written resolution pursuant to Section 381A of the Companies Act 1985 that the following resolution be and is hereby passed with effect from the date hereof (as if the same had been passed as a special resolution at a general meeting of the Company):

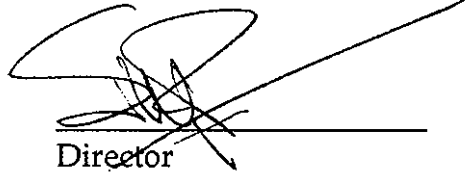
"THAT

- (a) the authorised share capital of the Company be and is hereby increased to £3,900,000 by the creation of an additional 340,000 ordinary shares of £10.00 each having the rights attached of the ordinary shares of £10.00 each set out in the articles of association of the Company and ranking pari passu in all respects with the existing ordinary shares of the Company;
- (b) in substitution for any existing power under Section 80 of the Companies Act 1985 (as amended) (the "Act"), but without prejudice to the exercise of any such authority prior to the date hereof, the Directors be and are hereby generally and unconditionally authorised in accordance with section 80 of the Act to exercise all the powers of the Company to allot relevant securities (as defined in section 80(2) of the Act) up to an aggregate nominal amount of £3,400,000 such authority to expire five years from the passing of this resolution but so that such authority shall allow the Company to make offers or agreements before the expiry of such authority which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of

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such offers or agreements as if the power conferred hereby had not expired;

- (c) in substitution for any existing power under section 95 of the Act, the Directors be and are hereby generally and unconditionally empowered pursuant to section 95 of the Act to allot equity securities (as defined in section 94(2) of the Act) for cash pursuant to the above authority given in accordance to section 80 of the Act as if section 89(1) of the Act did not apply to the allotment such power to expire five years from the passing of this resolution but so that such power shall allow the Company to make offers or agreements before the expiry of this power which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired."

  
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Director  
for and on behalf of  
Mappin & Webb  
Holdings Limited

Date: 23<sup>rd</sup> December 1998