HIGGS & HILL

Crown House Kingston Road New Malden Surrey KT3 3ST Telephone: 0181-942 8921 Fax: 0181-336 2354

HIGGS and HILL PLC Company No. 55973

Extract from the minutes of a meeting of the Board of Higgs and Hill PLC held on Monday 25 March 1996 at Crown House, Kingston Road, New Malden

- 1. Pursuant to Regulation 16(2) of the Uncertificated Securities Regulations 1996 ("the Regulations") IT WAS RESOLVED that:-
 - (a) title to the Ordinary shares of 25p each in the capital of the Company (the "Shares") in issue or to be issued, may be transferred by means of a relevant system (as defined in the Regulations);
 - (b) such relevant system shall include the relevant system of which CRESTCo Limited is to be the Operator (as defined in the Regulations);
 - (c) the Shares shall not include any shares referred to in Regulation 17; and
 - (d) this resolution ("the Resolution") shall become effective immediately.

CERTIFIED TRUE COPY

GROUP COMPANY SECRETARY

A18 *A6T55KDG* 368 COMPANIES HOUSE 02/04/96