

THE COMPANIES ACT 1985 – 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF

PROGRESSIVE FINANCIAL SERVICES LIMITED (the Company)

(Company number: 133540)

WE, being all the members of the above named company entitled to receive notice of and to attend and vote at an Extraordinary General Meeting of the Company HEREBY PASS the following resolutions as special resolutions of the Company respectively pursuant to section 381 (A) of the Companies Act 1985 (as amended):

SPECIAL RESOLUTIONS

- 1 **THAT** the directors be and are hereby specifically empowered, authorised and directed to give the Company's guarantee and indemnity (the **Guarantee**) to each Finance Party in the form set out in the Facility Agreement proposed to be entered into by Cattles plc, arranged by The Royal Bank of Scotland plc (**RBS**) with RBS as Facility Agent (the **Facility Agreement**) (with such modification as may be agreed) for all the obligations and liabilities of Cattles plc under or in connection with the Finance Documents (all as defined in the Facility Agreement);
- 2 **THAT** the terms of and transactions contemplated by the Guarantee be and are hereby approved; and
- 3 **THAT** any director be and is hereby authorised and directed on behalf of the Company to sign the Facility Agreement containing the Guarantee with such modifications which may be agreed to it and any other documents relating to the Guarantee including any resolution relating to the execution of such Guarantee and other documents of any other member within the same group of companies as the Company and of which the Company is a shareholder.

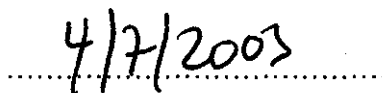


And that these resolutions take effect in relation to the Company as if passed by the Company as special resolutions.

A handwritten signature in black ink, appearing to be 'R. M. M. M.', written over a dotted line.

SIGNED for and on behalf of

CATTLES PLC

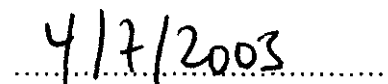
A handwritten date '4/7/2003' in black ink, written over a dotted line.

DATED

A handwritten signature in black ink, appearing to be 'R. M. M. M.', written over a dotted line.

SIGNED for and on behalf of

CATTLE'S PROVIDENT TRUST LIMITED

A handwritten date '4/7/2003' in black ink, written over a dotted line.

DATED