

Company No: 307397

THE COMPANIES ACT 1985 & 1989

COMPANY LIMITED BY SHARES

RESOLUTION

of

MENTMORE PLC

PASSED 1 JUNE 2004

At a Meeting of the above-named Company convened by order of the High Court of Justice in England and Wales dated 4 May 2004 and held at Buchanan Communications, 107 Cheapside, London, EC4V 6DN on 1 June 2004 the following Resolution was duly passed:

"That this meeting approves the scheme of arrangement between the Company and its members detailed in a circular dated 6 May 2004, a print of which has been produced to the Meeting and for the purposes of identification has been initialled by the Chairman"



A handwritten signature in black ink, which appears to read "C. D. Drysdale", is written over a horizontal dotted line.

Chairman