

COMPANIES ACTS 1985 AND 1989

WARD HOMES LIMITED

(the "Company")

COMPANY LIMITED BY SHARES



**SHAREHOLDERS' WRITTEN RESOLUTIONS
PURSUANT TO SECTION 381A
COMPANIES ACT 1985**

We, the undersigned, being all the members of the Company who, at the date of these resolutions are entitled to attend and vote at a general meeting of the Company HEREBY RESOLVE in writing pursuant to section 381A of the Companies Act 1985 (as amended) as follows:-

SPECIAL RESOLUTIONS

1. That the memorandum of association of the Company be amended by the insertion of the following as a new paragraph 3MM:

"For any reason whatsoever to mortgage or charge, either with or without the Company receiving any consideration or advantage, all or any part of the undertaking, property, assets, rights and revenues present and future and uncalled capital of the Company and to guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property, assets, rights and revenues present and future and uncalled capital of the Company or by any or all such methods or by any other means whatsoever, the liabilities and obligations of and the payment of any moneys whatsoever (including but not limited to principal, interest and other liabilities in respect of any borrowings or acceptance credits and capital, premiums, dividends, costs and expenses on any stocks, shares or securities and in each and every case whether in pounds sterling or any other currency) by any person, firm or company including but not limited to any company which is for the time being the holding company (as defined in Section 736 of the Companies Act 1985) or a subsidiary undertaking (as defined by section 258 of the Companies Act 1985) of the Company or of the Company's holding company as so defined. Each such act as aforesaid shall be constituted an additional main object of the Company and all

other provisions of the Memorandum and Articles of Association of the Company shall be construed and deemed amended to give full effect to the provision of this paragraph of the Memorandum of Association of the Company."

2. That the articles of association of the Company be amended such that Regulation 10 of the Companies Act 1948 Table A shall not apply.

Signed: X

For and on behalf of

WARD HOLDINGS PLC

Date: 20 July 2000