

CLB. 5

Company Number: 537720

THE COMPANIES ACTS 1985 to 1989

RESOLUTIONS IN WRITING

- of -

D.A. GREEN & SONS LIMITED

(Passed 26th June 1997)

By a Resolutions in Writing and dated 26th June 1997 the following Resolutions were duly passed as Special Resolutions:-

SPECIAL RESOLUTION

THAT the Company's Articles of Association be altered by deleting Article 5 and substituting therefor a new Article 5 as follows:-

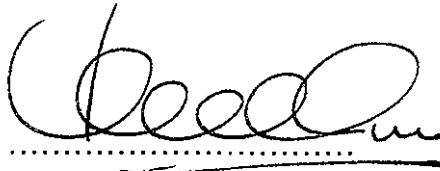
- "5 Subject to the provisions of Part V of the Companies Act 1985 the Company may:-
- (A) pursuant to Section 159 of the Companies Act 1985 issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the member on such terms and in such manner as shall be provided by the Articles of Association of the Company;
 - (B) pursuant to Section 162 of the Companies Act 1985 purchase its own shares (including any redeemable shares);
 - (C) pursuant to Section 171 of the Companies Act 1985 make a payment out of capital in respect of the redemption or purchase of its own shares;
 - (D) pursuant to Section 155 of the Companies Act 1985 give financial assistance for the purchase of its own shares or those of its holding company.

Regulation 10 of Table A shall not apply to the Company."



SPECIAL RESOLUTION

THAT the terms of the contract proposed to be made between John Harry Green (a Director of the Company), Andrew John Green, John Harry Green, Mrs. Geraldine Mary Green and Mr. Brian Seymour (a Director of the Company) and John Harry Green and Mrs. Geraldine Mary Green (1) and the Company (2) for the purchase of 16,000 Ordinary Shares of £1 each in the capital of the Company from John Harry Green (a Director of the Company), Andrew John Green, John Harry Green, Mrs. Geraldine Mary Green and Mr. Brian Seymour (a Director of the Company) and John Harry Green and Mrs. Geraldine Mary Green, which terms are set out in the copy of the proposed contract annexed to this Resolution in Writing, be and are hereby authorised and approved for the purposes of Sections 320 and 164 Companies Act 1985.



.....
Director.