

Company No: 667622



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN SPECIAL RESOLUTIONS

- of -

BOULTERS OF BANWELL LIMITED

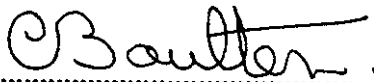
(resolved 3 February 1998)

We, the undersigned, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolutions as Special Resolutions, and agree that the said resolutions shall, pursuant to Section 381A of the Companies Act 1985 ("the Act"), for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

THAT:

1. the authorised Share Capital of the Company be increased from £10,000 to £219,262 by the creation of a further 209,262 Ordinary Shares of £1 each ranking pari passu in all respects as one class of shares with the Ordinary Shares in the capital of the Company;
2. the Directors be and they are hereby generally and unconditionally authorised in accordance with Section 80 of the Act to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Act) up to a maximum nominal amount of £212,262 (being the nominal amount of the present authorised but unissued share capital of the Company) and so that such authority (unless previously revoked or varied by the Company in general meeting) shall expire on 2 February, 2003 save that the Directors may allot relevant securities pursuant to this authority after that date pursuant to an offer or agreement made by the Company on or before that date;

3. (subject to the passing of Resolution 2 above) the Directors be and they are hereby empowered pursuant to Section 95 of the Act to allot equity securities (as defined in Section 94 of the Act) pursuant to the authority conferred by Resolution 2 as if subsection (1) of Section 89 of the Act did not apply to any such allotment such power to expire 15 months after the date of the passing of this Resolution or the conclusion of the next Annual General Meeting of the Company, whichever first occurs, but the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after expiry of this authority and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power hereby conferred has expired.



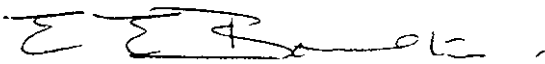
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Christopher Boulter



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Enid Elizabeth Boulter



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Christopher Boulter
(as Trustee of the LRH Boulter Accumulation
and Maintenance Settlement)



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Enid Elizabeth Boulter
(as Trustee of the LRH Boulter Accumulation
and Maintenance Settlement)