

A JARDINE & SONS LIMITED**WRITTEN RESOLUTION UNDER
S.381(A) COMPANIES ACT 1985**

We the undersigned being members of the company having the right to vote at general meetings agree to the passing of the resolution set out below to the effect that such resolution shall be as effective as if it had been passed at a general meeting of the company duly convened and held

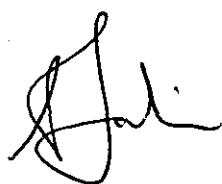
**RESOLUTION AUTHORISING "OFF MARKET" PURCHASE OF SHARES UNDER
S.164 COMPANIES ACT 1985**

That the contract proposed to be made between the company and Antony Victor Jardine for the purchase of 322 shares of £1.00 each in the company the terms of which are set out in the draft agreement attached be authorised.

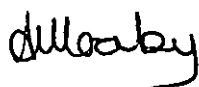
DATED ^{3rd May} ~~2000~~ 2000

SIGNED

A W Jardine



A M Moorby



D J Jardine



DATE

2000

PARTIES

- (1) **"THE VENDOR"** **ANTONY VICTOR JARDINE** of Park Farm
Dalbeattie Kirkcudbrightshire
- (2) **"THE COMPANY"** **A JARDINE & SONS LIMITED** whose registered
office is at Northgate White Lund Morecambe
Lancaster (company registration no. 835450)

OPERATIVE PROVISIONS

1. Interpretation

In this agreement "the Shares" means 322 ordinary shares of £1 each of the Company belonging to the Vendor

2. Agreement for sale

The Vendor shall sell with full title guarantee and the Company shall purchase the Shares with effect from the date of this agreement

3. Purchase price

The aggregate purchase price for the Shares shall be the sum of £56,350 which shall be payable in full to the Vendor on completion

4. Completion

- 4.1 The sale and purchase of the Shares shall be completed immediately when the following shall take place

4.1.1 The Vendor will deliver to the Company the relevant share certificates in respect of the Shares for cancellation

4.1.2 The Company shall deliver to the Vendor (whose receipt shall be sufficient discharge to the Company) a cheque for the purchase price payable in respect of the Shares

4.2 The Vendor acknowledges that he accepts payment of the purchase price for the Shares in full satisfaction of all rights he may have against the Company in respect of the Shares

SIGNED by the Vendor in the
presence of :-

SIGNED by Andrew Watson Jardine
and Anne Marie Moorby on behalf
of the Company in the presence of:-