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A RESOLUTION OF THE BOARD OF DIRECTORS OF



A18 *AQQ4DLL3* 262
COMPANIES HOUSE 16/05/96

CHRYSLIS GROUP PLC

PASSED ON FRIDAY 3RD MAY 1996

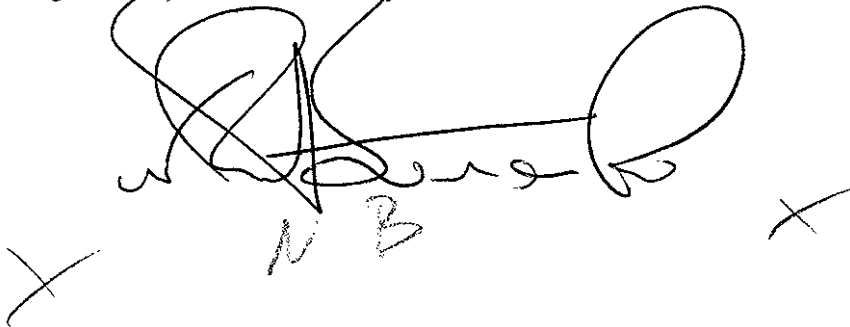
AT THE CHRYSLIS BUILDING, BRAMLEY ROAD,

LONDON W10 6SP

1. Pursuant to Regulation 16(2) of the Uncertificated Securities Regulations 1995 (the "Regulations") and subject to paragraph 6 of Regulation 16, **IT WAS RESOLVED** that:
 - 1.1 title to some or all of the ordinary shares of 10p each in the capital of the Company in issue or to be issued (the "Shares"), may be transferred by means of a relevant system (as defined in the Regulations);
 - 1.2 the Company shall be authorised to become a participating issuer (as defined in the Regulations) in relation to a relevant system in respect of the Shares and, for this purpose, "relevant system" includes the relevant system of which CRESTCo Limited is to be the Operator (as defined in the Regulations) (the "CREST" system");
 - 1.3 the Shares shall not include any shares referred to in Regulation 17; and
 - 1.4 this resolution (the "Directors' Resolution") shall become effective immediately prior to CRESTCo Limited granting permission for the Shares to be transferred by means of the CREST system.
2. It was noted that, on the Directors' Resolution becoming effective in accordance with its terms, and for as long as it is in force, the articles of association of the Company in relation to the Shares do not apply to any uncertificated Shares to the extent that they are inconsistent with:
 - 2.1 the holding of any Shares in uncertificated form;
 - 2.2 the transfer of title to any Shares by means of a relevant system, including the CREST system; and
 - 2.3 any provision of the Regulations.
3. There was produced to the meeting a notice of the passing of the Directors' Resolution (the "Notice"). **IT WAS RESOLVED** that the Notice be approved and sent to every member of the Company in accordance with the

articles of association of the Company within 60 days of the passing of the Directors' resolution, as required by Regulation 16(4).

4. **IT WAS RESOLVED** that a copy of the Directors' Resolution be filed with the registrar of companies within 15 days of its passing, as required by section 380 of the Companies Act 1985 (as amended by Regulation 40(3)).
5. **IT WAS RESOLVED** that any director be authorised to approve the terms of, and sign on the Company's behalf, any agreement with CRESTCo Limited or the Company's registrars or brokers, or any other document which, in either case, may be necessary in order for the Company to become a participating issuer or for the Shares to become participating securities (as defined in the Regulations) in the CREST system.



A handwritten signature, possibly reading 'N B', is written in dark ink. The signature is stylized with large loops. Below the signature, the letters 'N B' are written in a simpler, blocky font. To the left and right of the signature are two large 'X' marks, likely indicating approval or completion.