

Company No. 1854872

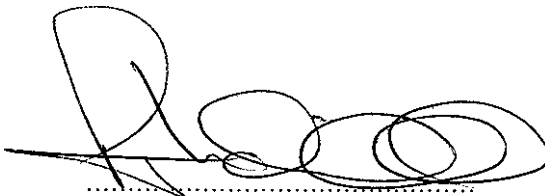
HARPER GROUP PLC
("the Company")

WRITTEN RESOLUTION

WE, the undersigned, being the holders of all the shares of the Company given a right to attend and vote at a General Meeting of the Company pursuant to and in accordance with Section 381A of and paragraph 5(2) of Schedule 15A to the Companies Act 1985 HEREBY RESOLVE:-

That, the contract proposed to be made between R.W. Harper, C.D. Harper, A.J. Harper, L.F. Harper, J.D. Harper, G.C. Harper and F.M. Burton (1) and the Company (2) for the purchase by the Company of 819 Ordinary shares of £1 each in the capital of the Company (a copy of which has been supplied to each member of the Company) be and is hereby approved and that any director of the Company be and is hereby authorised to sign the same for and on behalf of the Company.

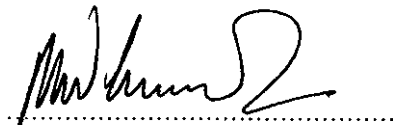
Signed



P.J. UNDERHILL

Dated 2nd February 1999

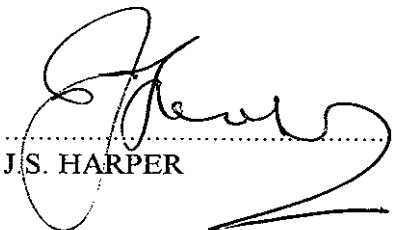
Signed



M.W. LENNOCK

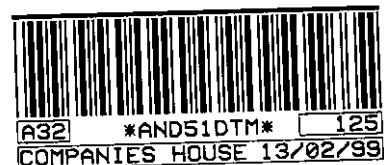
Dated 2nd February 1999

Signed




J.S. HARPER

Dated 2nd February 1999



Signed


.....
T.J. LENNOCK

Dated 2nd February 1999

Signed


.....
D.J. WILLIAMS

Dated 2nd February 1999