

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

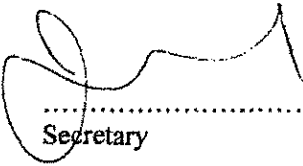


BLAND BANKART FINANCIAL SERVICES LIMITED

The following special resolutions of the Company were duly passed as written resolutions on 30 April 2004:

1. **THAT**, subject to compliance with sections 155 to 158 of the Companies Act 1985 (the "Act"), the giving by the Company of financial assistance for the purpose of reducing or discharging liabilities incurred for the purpose of the acquisition by Oval Limited ("Oval") of all the issued shares in the capital of Bland Bankart Limited, the Company's parent company, in the form described in the statutory declaration sworn by the directors of the Company pursuant to Section 155(6) of the Act on the date hereof be approved.
2. **THAT**, the terms of, and the transactions contemplated by a deed of accession pursuant to which the Company would become party to a term loan facility agreement (the "Term Loan Agreement") dated on around 30 April 2004 between, among others, Oval, the Company and Barclays Bank PLC and a deed of accession pursuant to which the Company would become party to a guarantee and debenture (the "Debenture") to be given by the Company over its entire undertaking and assets for the purpose of securing monies borrowed by Oval under the Term Loan Agreement be approved, even though the giving of the Debenture by the Company may constitute financial assistance by the Company for the purpose of reducing or discharging liabilities incurred for the purpose of the acquisition by Oval of all the issued shares in the capital of Bland Bankart Limited.
3. **THAT** the words "save for any transfer of shares to Barclays Bank PLC (the "Bank") following the exercise by the Bank of its rights pursuant to any security held by it over shares in the Company and the Directors shall be obliged to register any such transfer" be inserted at the end of Article 14.
4. **THAT** the execution, delivery and performance of a deed of accession pursuant to which the Company would become party to the Term Loan Agreement and the Debenture by the Company be and are approved and it is hereby confirmed that the Company is receiving full and fair consideration for the obligations it is undertaking in accordance with the terms of the Term Loan Agreement and the Debenture.

Dated 7 May 2004



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Secretary

Registered Office:-

5 Western Boulevard  
Leicester  
LE2 7EX