

PALMER & HARVEY McLANE (HOLDINGS) LIMITED

At a duly convened Extraordinary General Meeting of the Company held on 10th January 2002, the following resolutions were passed:-

Special Resolutions:

1. **THAT** subject to compliance with sections 155 to 158 of the Companies Act 1985 (the "Act") the giving of financial assistance (as defined in section 152 of the Act) by the Company in relation to (i) the acquisition by Praisedevice Limited ("Holdco") of shares in the capital of the Company; and (ii) the acquisition by Buildtrue Limited ("Putco") of shares in the capital of Holdco including the execution, delivery and performance by the Company of any guarantees, loans or security arrangements or any other arrangements in relation to:

(i) any financing facilities to be made available to Holdco, Putco, the Company or any subsidiary of any such company by any external provider of finance or by the Company or any subsidiary of the Company;

(ii) any loan notes to be issued by Holdco; and

(iii) any arrangements pursuant to which Putco may become obliged to acquire any shares in the capital of Holdco,

(the "Assistance Documents") in the form described in the statutory declarations of solvency sworn by the directors of the Company on or before the date of the passing of this resolution in Form 155(6)(a), copies of which are produced to the meeting and initialled for the purpose of identification by the Chairman of the meeting, be and they are hereby approved.

2. **THAT** the giving of financial assistance by the Company by the execution, delivery and performance of the Assistance Documents be approved.

3. **THAT** the giving of financial assistance by Palmer & Harvey McLane (Holdings) Limited, Palmer & Harvey McLane Limited, Winerite Limited, Wineways Limited, P&H (1925) Limited, P&H Direct Limited, P&H Snacksdirect Limited, P&H Retail Services Limited and YP Electronics Limited being subsidiaries of the Company or any other subsidiary of the Company (the "Subsidiaries") by the execution, delivery and performance of the Assistance Documents be approved.


4. **THAT** the execution, delivery and performance by the Company of the Assistance Documents be and is hereby approved notwithstanding that the Company might be held to be giving financial assistance for the purposes of sections 151 and 152 of the Companies Act 1985.



5. **THAT** the execution, delivery and performance by the Subsidiaries of the Assistance Documents be and is hereby approved notwithstanding that the Subsidiaries might be held to be giving financial assistance for the purposes of sections 151 and 152 of the Companies Act 1985.

6. **THAT** the provisions of articles 38(2), 39 and 40 of the articles of association of the Company be disapplied from the date of the passing of this resolution and that any transfer of shares in the Company thereafter shall be valid notwithstanding that it is not made in accordance with the provisions of article 39 or 40 of the articles of association of the Company.

By order of the Board


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Secretary

Dated: 14th February 2002