

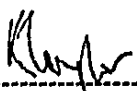
Company Number : 2332678

The Companies Act 1985
Exco Bierbaum AP Limited ("the Company")


Written Resolutions

We, the undersigned, being all the members of the Company who (at the date of this resolution) would be entitled to attend and vote at a general meeting of the Company, hereby agree:-

- (a) pursuant to section 381A of the Companies Act 1985 to the following resolutions (which would otherwise be required to be passed as Ordinary Resolutions); and
 - (b) to every variation or abrogation of the rights attaching to any class of shares of which we are a holder involved in or requisite to give effect to such resolutions.
1. THAT the share capital of the Company be and it is hereby increased to £1,001 and 40,000 Dfl by the creation of an additional 39,999 Ordinary Shares of 1Dfln each identical to in all respects (save as to nominal value) and ranking pari passu with the existing Ordinary Shares of £1 each in the Company.
 2. THAT the directors are generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to exercise any power of the Company at any time or times to allot and to grant rights to subscribe for relevant securities (as defined in the said Section 80) of the Company up to an aggregate nominal amount of 39,999 Dfln, such authority to expire on 30th June, 2003.
 3. THAT the Memorandum of Association of the Company be altered by the insertion of the clause contained in the attached document marked "A" in the substitution for clause 5.



 For and on behalf of
 Exco plc



 For and on behalf of
 Exco Nominees Limited

Date: 17 August 1998

