

No: 2446167

THE COMPANIES ACT 1985

and

THE COMPANIES ACT 1989

SPECIAL RESOLUTION

of


GOADSBY & HARDING (HOLDINGS) LIMITED

Passed 18th April 1997

At an Extraordinary General Meeting of the above named Company duly convened and held at Vandale House, Post Office Road, Bournemouth BH1 1BX on the 18th day of April 1997 the following Resolution was duly passed as a Special Resolution namely:-

RESOLUTION

That the draft Variation Agreement produced to the meeting and signed for identification by the Chairman, proposed to be made between Mr N Read-Wilson and the Company and varying the terms of a Share Sale and Purchase Agreement between Mr N Read-Wilson and the Company produced to the meeting dated 28.11.1996 by providing for the purchase of 9,000 Ordinary Shares of £1 each in the capital of the Company in one tranche in accordance with the terms of the draft Variation Agreement be and is hereby approved, and that any Director of the Company be and is hereby authorised to enter into the Variation Agreement on behalf of the Company and to fulfil all obligations of the Company thereunder.


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R. HARCOURT
CHAIRMAN

