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No: 2446167

THE COMPANIES ACT 1985

and

THE COMPANIES ACT 1989

SPECIAL RESOLUTION

of

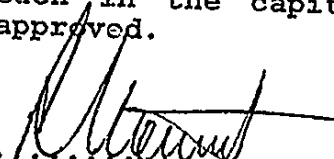
GOADSBY & HARDING (HOLDINGS) LIMITED

Passed 11th September 1997

At the first Extraordinary General Meeting of the above named Company duly convened and held at Vandale House, Post Office Road, Bournemouth BH1 1BX on the 11th day of September 1997 at 10.15 a.m./p.m. the following Resolution was duly passed as a Special Resolution namely:-

RESOLUTION

That the provision by Goadsby & Harding Limited, a wholly owned subsidiary of the Company, of financial assistance by payment of bonuses totalling £408,199 to J A Tofield, R Harcourt, B P Read, D Errington, C L Heighway, D N Huck, P Talbot, N Price, R D N Craven and P Atfield for the purpose of their acquiring a total of 19,167 Ordinary Shares of £1 each in the capital of the Company be and is hereby approved.


.....
R HARCOURT
CHAIRMAN

DRS/BV/2G089/1
AA/Company.G&HAgree.Min

