

No: 2446167

THE COMPANIES ACT 1985

and

THE COMPANIES ACT 1989

SPECIAL RESOLUTION

of


GOADSBY & HARDING (HOLDINGS) LIMITED

Passed 11th September 1997

At the second 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 10.40 a.m./p.m. the following Resolution was duly passed as a Special Resolution namely:-

RESOLUTION

That the draft Agreement produced to the meeting and signed for identification by the Chairman, proposed to be made between the Company and Mr M D Clatworthy and providing for the purchase by the Company of 19,167 Ordinary Shares of £1 each in the capital of the Company from Mr M D Clatworthy at the price specified in the draft Agreement be and is hereby approved, and that any Director of the Company be and is hereby authorized to enter into the Agreement on behalf of the Company and to fulfil all obligations of the Company thereunder.


.....
R HARCOURT
CHAIRMAN

DRS/PV/2G089/1
Company/G&H(H).Res

