

Company Number: 2446167

THE COMPANIES ACT 1985

and

THE COMPANIES ACT 1989

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

of

GOADSBY & HARDING (HOLDINGS) LIMITED

Passed 24th September 1998

At the Annual General Meeting of the above-named Company duly convened and held at The Royal Bath Hotel, Bournemouth on the 24th day of September 1998 the Resolution set out below was duly passed as an Ordinary Resolution namely:

RESOLUTION

That the Directors be and are hereby and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot, or to grant any right to subscribe for or to convert any security into, shares in the Company up to a maximum of ten (10) per cent in number of the issued Ordinary Shares of £1 each as at the date of passing of this resolution provided that the authority given by this resolution shall expire five years after the passing of this resolution unless previously renewed or varied save that the Directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority.


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J M H Sexton

CHAIRMAN

DRS/PV/G1003/9
Ordinary.Res

