

Company Number: 2671533

HH ASSOCIATES LIMITED

WRITTEN RESOLUTION OF THE SHAREHOLDERS

We, being the members of the Company entitled to attend and vote at general meetings of the Company, hereby pass the following resolution as written special resolution of the Company:

SPECIAL RESOLUTION

"FINANCIAL ASSISTANCE

THAT the giving by the Company of financial assistance for the purpose of the proposed acquisition by HH Associates (Holdings) Limited of 40,009 Ordinary shares of £1 each in the Company and taking the form described in a Statutory Declaration sworn or to be sworn on the date of the passing of this resolution by all the directors of the Company, (a copy of which together with the annexed report by the Company's auditors has been passed to us) be and is hereby approved pursuant to section 155 of the Companies Act 1985, and that the proposed execution by the Company of a business finance agreement and a debenture over assets in favour of NMB-Heller Limited, and a loan agreement with HH Associates (Holdings) Limited be and are hereby approved and that the directors be authorised on behalf of the Company to enter into and execute and deliver the same.

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HOWARD HUNT

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SHARON HUNT

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Date

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Date

R:\Noel\HH Associates\

