

15 - 04 - 96



INSEC
GROUP

Company Number 2685504

*Certified a true copy,
T. J. Samuel
Secretary
2nd April 1996.*

WRITTEN RESOLUTIONS OF
INSEC FINANCE LIMITED

We, the undersigned, being the Sole Member for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings of the Company HEREBY PASS the following written resolutions and agree that the said resolutions shall, pursuant to Clause 53 in Table A (which Clause is embodied in the Articles of Association of the Company), for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

It is hereby resolved:

- (a) THAT the share capital of the company be increased to £80,000,000 by the creation of 40,000,000 Ordinary Shares of £1 each to rank pari passu in all respects of with the existing Ordinary Shares of the Company.
- (b) THAT the Directors of the Company be and are hereby authorised pursuant to Section 80 of the Companies Act 1985 to allot to such persons at such times and on such terms as they think proper, any Ordinary Shares of the Company, provided that the maximum number of shares that may be allotted pursuant to this Resolution shall not exceed 32,000,000 Ordinary Shares of £1 each and that the authority of the directors hereunder shall expire five years from the date of passing of this Meeting.

Dated this 28th day of March 1996

[Signature]
Duly authorised officer of
Insec Group Plc

