

**BRIAR HILL COURT LIMITED (the "Company")**

**Written Resolution pursuant to  
Section 381A Companies Act 1985 (as amended)**

We, the undersigned, being the sole member of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, hereby pass the following resolutions as special resolutions of the Company pursuant to section 381A of the Companies Act 1985 (as amended) and hereby agree that those resolutions shall for all purposes be as valid and effective as if passed as special resolutions at a general meeting of the Company duly convened and held.

**SPECIAL RESOLUTIONS**

- 1 "THAT the articles of association of the Company be amended by the removal of the existing article 18 and the insertion of the following as a new article 18:-  
  
"18 Notwithstanding anything contained in these articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration of any shares where such transfer is executed by any person to whom such shares have been charged by way of security, or by any nominee of any such person, pursuant to a power of sale under such security, and a certificate by any such person or any employee of any such person that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts."
- 2 "THAT the provisions of the documents listed in the appendix to this Written Resolution (the "Documents"), which the Company is proposing to enter into in connection with the amendment and restatement of a banking facility provided to the Company's parent company, Jerrold Holdings plc by a syndicate of banks led by The Governor and Company of the Bank of Scotland (copies of such Documents having been supplied to the sole member of the Company prior to the signing of this written resolution), be and are hereby approved (subject to such changes as the Company's directors, in their absolute discretion, think fit)."
- 3 "THAT, notwithstanding any provisions of the Company's memorandum and articles of association or any personal interest of any of the Company's directors, the Company's directors and/or secretary be and are hereby empowered, authorised and directed to execute and deliver the Documents for the Company (in such manner and subject to such changes as they, in their absolute discretion, think fit)."



**Henry Neville Moser**

**Jerrold Holdings plc**



**Gary Derek Beckett**

Date 28 November 2003



## APPENDIX

- 1 A security trust deed to be entered into by The Governor and Company of the Bank of Scotland as agent (the "**Agent**") (1), Jerrold Holdings plc and others (including the Company) as existing chargors (2), The Governor and Company of the Bank of Scotland as arranger (3), The Governor and Company of the Bank of Scotland and others as existing banks (4) and The British Linen Bank Limited (5) under the terms of which the various parties agree to regulate their rights in respect of the Relevant Documents (as defined therein);
- 2 A supplemental legal charge to be entered into by the Company in favour of the Agent in respect of the property known as Briar Hill Court, Salford (supplemental to a composite guarantee and debenture granted by the Company and others in favour of The British Linen Bank Limited as agent for the banks (as defined therein) dated 6 December 1996 as amended and supplemented from time to time).