

No: 2799059

**THE COMPANIES ACT 1985**

**WRITTEN RESOLUTIONS**

**OF**

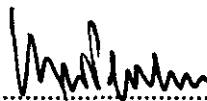
**ALFER LIMITED**

(Passed on 22 November 2000)

We, the undersigned, being all the members of the Company who (at the date of these resolutions) would have been entitled to vote upon the resolution set out below if they had been proposed at a general meeting at which we were present, hereby agree, pursuant to the Company's articles of association to the following written resolutions (which would otherwise be required to be passed as special resolutions):-

**RESOLUTIONS**

1. THAT the Company provide financial assistance (as defined in section 152 Companies Act 1985) in relation to the acquisition by Eventower Limited of shares in the capital of Baxi Holdings Limited, by the Company giving guarantees and security in respect of £481,625,000 of loan facilities and entering into upstream loan arrangements (the "Assistance Documents") all as more fully described in the directors' statutory declaration of solvency in Form 155(6)(a), a copy of which is produced to the meeting.

  
.....  
for and on behalf of  
Baxi Limited

