

THE COMPANIES ACT 1985

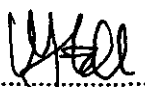
ALFER LIMITED

WRITTEN RESOLUTIONS

I, the undersigned, being the sole member of the Company who (at the date of this resolution) would be entitled to attend and vote at a general meeting of the Company, hereby agree pursuant to section 381A of the Companies Act 1985 to the following resolutions (which would otherwise be required to be passed as ordinary resolutions):

THAT:-

1. THAT the share capital of the Company be increased to £601,000 by the creation of an additional 600,000 ordinary shares of £1 each identical to and ranking pari passu with the existing ordinary shares of £1 each in the capital of the Company.
2. THAT the directors be generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) up to an aggregate nominal amount of £601,000. This authority shall expire on the fifth anniversary of the date of this written resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired. This authority shall be in substitution for and shall replace any existing authority pursuant to the said section 80 to the extent not utilised at the date this resolution is passed.


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for and on behalf of
Alfer Limited

Date: 22 November 2000

