

No: 2809261

The Companies Acts 1985 to 1989

COMPANY LIMITED BY SHARES

RESOLUTION

of

HAYMARKET GROUP LIMITED

At an Extraordinary General Meeting of the Company held on 25 March 1996 at 174 Hammersmith Road, London W6 7JP the following Resolution was proposed and duly passed as a Special Resolution:-

SPECIAL RESOLUTION

- That the terms of the Agreement to be entered into between (1) the Company (2) Walbrook Trustees (Jersey) Limited (3) R&H Trust Co (Jersey) Limited and (4) The Rt Hon M.R.D. Heseltine M.P. in the form produced to the meeting and initialled by the Chairman be approved and the Company be and is hereby authorised to enter into the said Agreement on the terms thereof, and to purchase the ordinary shares of 1p each in the Company specified therein upon the terms set out therein.

E. Plimdan

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Chairman

REF M0101
12 March 1996
WP: 1631

