

CRS-7  
Company No: 2854197

COMPANIES ACTS 1985 and 1989

WRITTEN RESOLUTION

of

A SHARE & SONS (HOLDINGS) LIMITED

We, the undersigned, being all the members of the Company, for the time being entitled to attend and vote at a General Meeting for this purpose, hereby unanimously pass the following resolution as a Written Resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed as a Special Resolution at a General Meeting of the Company duly convened and held.

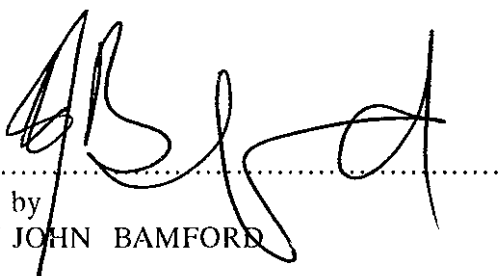
**THAT** the terms of the purchase contract proposed to be made between Mr John Robert Bainbridge (1) and the Company (2) for the off-market purchase of 25,000 ordinary shares of £1 each fully paid in the capital of the Company and 95,120 preference shares of £1 each fully paid in the capital of the Company copies of which had been circulated to all Members be approved and authorised and the Company be authorised to enter into the said contract and to carry out the purchase of shares as described therein.



Signed by  
MICHAEL FRANCIS BROWNE



Signed by  
NEVILLE MAURICE JOSEPH PEPPIATT



Signed by  
IRVIN JOHN BAMFORD

DATE: 14 MAY 1997

A copy of this Resolution has been provided to the Company's Auditors prior to its signing by the members.

