

25
Company No. 2873613

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

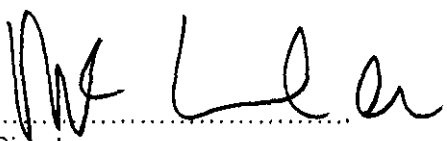
MORRIS (S.P.) HOLDINGS LIMITED

WRITTEN RESOLUTIONS OF MEMBERS

We the undersigned being the sole member of the company at the date of these resolutions entitled to attend and vote at a general meeting of the Company in relation to such resolutions having received a copy of (i) a proposed contract setting out the terms of a proposed purchase by the Company of its shares from Dresdner Kleinwort Capital Investment Trust Limited; and (ii) the directors' statutory declaration in the prescribed form (having annexed to it a report by the Company's auditors) as required by Section 173 of the Companies Act 1985 RESOLVE in accordance with Section 381A of the Companies Act 1985 to pass the following resolutions in writing (such resolutions to have effect as Special Resolutions):-

1. "THAT the terms of the proposed contract, whereby the Company purchases from Dresdner Kleinwort Capital Investment Trust Limited 9,999 of its own shares of nominal value £1.00 each, be approved, and any two directors or any one director and the company secretary be authorised to execute on behalf of the Company the aforementioned contract in the form of the copy attached, with any amendments he may approve."; and
2. "THAT there be and there is hereby approved the proposed payment of £106,088,590 out of capital to be made in pursuance of the proposed agreement."

For and on behalf of Dresdner Kleinwort Capital Investment Company Limited


.....
Director


.....
Director/Secretary


Dated: 31 July 2002.

Date sent to auditors: 31 July 2002

