

Company No: 2875057

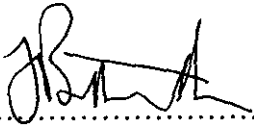
COMPANIES ACTS 1985 TO 1989  
COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION  
of  
THE ARBOR GROUP PLC  
(Passed on 15 December 1999)

The undersigned, being the members of the Company who at the date of this resolution are entitled to attend and vote at a general meeting of the Company convened for the purpose of considering and passing the resolution set out below HEREBY RESOLVE pursuant to regulation 53 of Table A of the Companies Act 1985 as adopted in the Company's articles of association and with the intent that the following resolutions should be as valid and effective as if the same had been passed at a duly convened and held general meeting of the Company as follows:-

SPECIAL RESOLUTIONS

**THAT** the registered holder for the time being of all the issued "A" ordinary shares and "B" ordinary shares of £1 each in the capital of the Company having consented in writing thereto (such consent being signified by their signature to this resolution), each issued "B" ordinary share of £1 each in the capital of the Company, be and is hereby converted into and redesignated as an "A" ordinary share of £1 each in the capital of the Company.

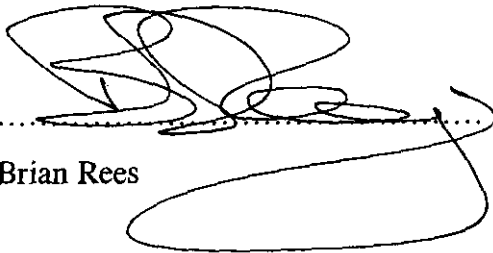
Dated: 15 December 1999



Frank Butterworth



David Laidler



Brian Rees