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Registered no: 2952746

THE COMPANIES ACT 1985 (AS AMENDED)

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

BOW LANE CAPITAL LIMITED

(passed 5th June, 1997)

At an Extraordinary General Meeting of Bow Lane Capital Limited duly convened and held at 1a Bow Lane, Cheapside, London EC4 on 5th June, 1997 at 4.30 p.m. the following Resolution was duly passed as a Special Resolution :

SPECIAL RESOLUTION

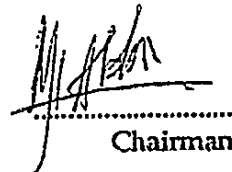
THAT the Directors be and they are hereby empowered, pursuant to Section 95 of the Companies Act 1985, for the period of five years after the passing of this Resolution and at any time thereafter pursuant to any offer, agreement or other arrangement made by the Company before the expiry of this power to the exclusion of and in substitution for any other power previously granted to them and subsisting at the date of this Resolution (save to the extent that the same may already have been exercised and for any such power granted by statute), to allot, out of any relevant securities (as defined in Section 80(2) of the Companies Act 1985) which they are from time to time authorised to allot, and as if Section 89(1) of that Act did not apply to such allotment:

- (a) equity securities as so defined in Section 94(2) of that Act in connection with any rights issue to holders of equity securities (as so defined) (other than those holders with registered addresses outside the United Kingdom to whom an offer would, in the opinion of the Directors, be impracticable or unlawful in any relevant jurisdiction), in proportion to their respective entitlements (inter se) to such equity securities (subject to such exclusions

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or arrangements as the Directors shall deem necessary or expedient to deal with fractional entitlements or legal problems under the laws of any territory or requirements of any recognised regulatory body or other stock exchange in any territory);

- (b) any number and amount of equity securities otherwise than pursuant to (a) above up to a maximum aggregate nominal amount of £16,000.



Chairman