

VICKERY HOLMAN LIMITED

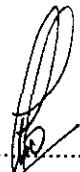
COMPANY NO. 02953188

SPECIAL RESOLUTION

The following special resolution was passed at the Company's Annual General Meeting held on 6 March 1999.

Article 3 (c) of the Articles of Association should be amended to read as follows:-

"(c) The Directors are generally and unconditionally authorised for the purposes of section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital from time to time of the Company at any time or times during the period of five years from the date hereof, but only to persons who at the date of such allotment or grant shall be employees of the Company and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting"


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G O F Oldrieve Director

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Date

