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WRITTEN RESOLUTIONS OF MA POTTER'S LIMITED

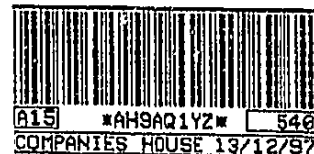
Pursuant to Regulation 53 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 which is incorporated in the Articles of Association of the Company) the persons set out below, being the holders of the entire issued share capital of the Company.

1. HEREBY RESOLVE that the share capital of the Company be increased by £9,000 from £1,000 to £10,000 by the creation of an additional 9,000 Ordinary Shares of £1 each ranking pari passu with the existing Ordinary Shares and THAT notification of the increase be given to the Registrar of Companies on the prescribed Form 123.
2. HEREBY FURTHER RESOLVE that the Directors are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot Ordinary Shares in the Company up to a maximum nominal amount of £995 for a period of 3 months from the date of this resolution in connection with any capitalisation issue implemented by the Company pursuant to Resolution 3 below.
3. HEREBY FURTHER RESOLVE that the Directors are generally and unconditionally authorised for the purposes of Regulation 10 of Table A to capitalise all or part of the distributable profits of the Company and appropriate the sum so capitalised in paying up in full a bonus issue of Ordinary Shares in the Company on a 199 Ordinary Shares for 1 Ordinary Share basis.
4. HEREBY FURTHER RESOLVE that the Articles of Association of the Company be amended as follows:-

Telephone Board Meetings

Article 11 (Proceedings of Directors) shall be amended by adding the following as Article 11(c):-

- "(c) Any Director including an alternate Director may participate in a meeting of the Directors or a committee of the Directors of which he is a member by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the Act, he shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating



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is assembled or, if there is no such group, where the Chairman of the meeting is."

DATED 27 November 1997

Quence Bruns
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RYSAFFE TRUSTEE COMPANY (CI) LIMITED

John Gater
.....
JOHN GATER