

WRITTEN RESOLUTION OF MA POTTER'S LIMITED

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

.....
John Gater

..... Will Fong
Rysaffe Trustee Company (C.I. Limited)

.....
Mark Burgess

.....
Shaffin Danji

.....
John Rimer

Date: 1st August 2001

RESOLUTION**Proceedings of Directors (Article 11)**

Article 11(c) shall be amended by replacing the words "all the Directors who are present in the United Kingdom at the time of the relevant meeting of the Directors" with the words "four Directors including no more than two non-executive Directors."

