

MA POTTERS LIMITED

RESOLUTION IN WRITING OF ALL THE MEMBERS OF THE COMPANY

PASSED ON 30 OCTOBER 1997

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,

HEREBY RESOLVE that the Company be and is hereby authorised for the purposes of section 164 (company purchase of own shares) and section 320 (transaction with a director) of the Companies Act 1985 to purchase from Gary Caesar 3 Ordinary Shares of £1 each in the Company at a price of £136,250 in accordance with the terms of the contract attached hereto to be dated 30 October 1997 between (1) the Company (2) Gary Caesar (3) John Gater (4) Mark Tousey (5) Rysaffe Trustee Company (CI) Limited and (6) John Rimer ("the Contract") and THAT notification of the above purchase be given to the Registrar of Companies on the prescribed Form 169.

HEREBY FURTHER RESOLVE that for the purposes of section 320 of the Companies Act 1985 the assignment by the Company to Gary Caesar of the Hunting Ground Loan (as defined in the Contract) for a consideration of £50,000 in accordance with the terms of the Contract be and is hereby approved.

DATED 30 OCTOBER 1997

GARY CAESAR

JOHN GATER

RYSAFFE TRUSTEE COMPANY (CI) LIMITED

