

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

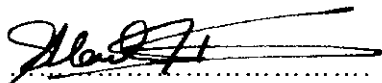
MA POTTER'S LIMITED (the "Company")

On 29 May 2002 the following resolution was duly passed as a written resolution of the Company in accordance with section 381A of the Companies Act 1985 by all members of the Company who, at that date, were entitled to attend, and vote, at general meetings of the Company:-

1. **THAT**, pursuant to s43(1)(a) Companies Act 1985 (the "**Act**"), the Company be re-registered as a public company and that in consequence:-
 - 1.1 the name of the Company be changed to Ma Potter's plc;
 - 1.2 pursuant to s43(2)(a) and (b) of the Act, the memorandum of association of the Company be altered by the deletion of Clauses 1 and 5, the re-numbering of existing Clauses 2, 3 and 4 as Clauses 3, 4 and 5 respectively and the insertion of new Clauses 1, 2 and 6 as follows:-
 - 1.2.1 "The Company's name is Ma Potter's plc."
 - 1.2.2 "The Company is to be a public company."
 - 1.2.3 "The Company's share capital is £160,000 divided into 150,000 Redeemable Preference Shares of £1 and 10,000 Ordinary Shares of £1".
 - 1.3 pursuant to section 43(2)(c), the articles of association of the Company be altered as follows:-
 - 1.3.1 In regulation 7(b) after the words "minimum number of Directors shall be" omitting the word "one" and replacing it with the word "two".
 - 1.3.2 by omitting in regulation 7(b) the words

"Whensoever the minimum number of Directors shall be one, a sole director shall have the authority to exercise all the powers and discretions by Table A and by these expressed to be vested in the Directors generally, and Clause 89 in Table A shall be modified accordingly. "

Signed


Director/Secretary

