

PROVINCIAL & NORTHERN PROPERTIES LIMITED (the "Company")

**Written Resolution pursuant to
Section 381A Companies Act 1985 (as amended)**

We, the undersigned, being the sole member of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, hereby pass the following resolutions as special resolutions of the Company pursuant to section 381A of the Companies Act 1985 (as amended) and hereby agree that those resolutions shall for all purposes be as valid and effective as if passed as special resolutions at a general meeting of the Company duly convened and held.

SPECIAL RESOLUTIONS

- 1 **"THAT** the memorandum of association of the Company be altered by the insertion of the following as clauses 3(ii)(h) and 3(ii)(i) immediately after the existing clause 3(ii)(g):

"(h) Either with or without the Company receiving any consideration direct or indirect from giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking property and assets present and future and uncalled capital of the Company or by both such methods, the performance of any contract or obligation whatsoever of any person firm or company, and in particular (but without limiting the generality of the foregoing) of any subsidiary as defined by section 736 of the Companies Act 1985 or of the company which is for the time being the Company's holding company as defined by such section, or another subsidiary, as defined by such section, of the Company's holding company or otherwise associated with the Company in business."

"(i) To secure any debt, obligation or liability of the Company by any mortgage or charge on all or any part of the undertaking, real and personal property, assets, rights and revenues (present and future) and uncalled capital of the Company."

2 **"THAT** the articles of association of the Company be amended by the addition of the following as a new article 11:-

"11 Notwithstanding anything contained in these articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration of any shares where such transfer is executed by any person to whom such shares have been charged by way of security, or by any nominee of any such person, pursuant to a power of sale under such security, and a certificate by any such person or any employee of any such person that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts."

3 **"THAT** the provisions of the security trust deed (the **"Security Trust Deed"**) to be entered into by The Governor and Company of the Bank of Scotland as agent (1), Jerrold Holdings plc and others (including the Company) as existing chargors (2), The Governor and Company of the Bank of Scotland as arranger (3), The Governor and Company of the Bank of Scotland and others as existing banks (4) and The British Linen Bank Limited (5) under the terms of which the various parties agree to regulate their rights in respect of the Relevant Documents (as defined in the Security Trust Deed), which the Company is proposing to enter into in connection with the amendment and restatement of a banking facility provided to the Company's parent company, Jerrold Holdings plc by a syndicate of banks led by The Governor and Company of the Bank of Scotland (a copy of such Security Trust Deed having been supplied to the sole member of the Company prior to the signing of this written



resolution), be and are hereby approved (subject to such changes as the Company's directors, in their absolute discretion, think fit)."

- 4 "THAT, notwithstanding any provisions of the Company's memorandum and articles of association or any personal interest of any of the Company's directors, the Company's directors and/or secretary be and are hereby empowered, authorised and directed to execute and deliver the Security Trust Deed for the Company (in such manner and subject to such changes as they, in their absolute discretion, think fit)."



Henry Neville Moser

Jerrold Holdings plc



Gary Derek Beckett

Date 28 November 2003