

**COPY SPECIAL RESOLUTION**


**Number of company: 3133137**

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**SPECIAL RESOLUTION**  
**of Tanvec Limited**

**Passed on the 9th day of September 1996.**

At an extraordinary general meeting of the members of the above-named company, duly convened and held at Tanshire House, Shackleford Road, Elstead, Surrey, GU8 6LB on 9th September 1996 at 2.15pm.

1. That the Company do execute a Mortgage Debenture in favour of National Westminster Bank PLC, in the banks standard form, charging the property and assets of the Company as security for facilities provided by the Bank to the Tanshire Holdings PLC group, and,
2. That any two Directors or and one Director and the Company Secretary be hereby authorised to execute the mortgage debenture on behalf of the Company.

  
..... Chairman  
9/9/96  
..... Date



TANVEC LIMITEDNOTICE OF MEETING

Notice is hereby given of an Extraordinary General Meeting of Tanvec Limited to be convened on Monday 9th September 1996 at 2.15pm for the purpose of considering, and if thought fit, passing the following Special Resolutions.

1. That the Company do execute a Mortgage Debenture in favour of National Westminster Bank PLC, in the banks standard form, charging the property and assets of the Company as security for facilities provided by the Bank to the Tanshire Holdings PLC group, and,
2. That any two Directors or and one Director and the Company Secretary be hereby authorised to execute the mortgage debenture on behalf of the Company.



By order of the Board

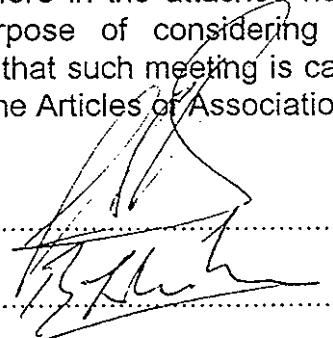
Secretary

Consent to Short Notice

We, the undersigned, being a majority in number of the members having the right to attend and vote and being the holders of not less than ninety-five per cent in nominal value of the shares in the above-named Company giving the right, do hereby (in accordance with the Articles of Association of the Company) consent to an Extraordinary General Meeting of the above-named Company being held on the date specified therefore in the attached notice convening the said meeting and for the purpose of considering the resolutions set out in that notice, notwithstanding that such meeting is called by shorter notice than that otherwise required by the Articles of Association of the Company.

G S Roberts as nominee for Tanshire Limited .....

for Tanshire Limited .....



TANVEC LIMITED

Minutes of an Extraordinary General Meeting of this Company held at Tanshire House on Monday 9th September 1996 at 2.15pm.

**Present:** G S Roberts, as nominee of Tanshire Limited  
B J Rea-Palmer (representing Tanshire Limited)

**In attendance:** B J Rea-Palmer (Company Secretary)

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1. Mr G S Roberts was appointed as Chairman of the meeting.
  2. The Secretary reported that the meeting had been convened at short notice, a copy of which duly signed was presented to the meeting for the purpose of considering, and if thought fit, passing the resolution set out in the Notice of the Meeting, namely:
    1. That the Company do execute a Mortgage Debenture in favour of National Westminster Bank PLC, in the banks standard form, charging the property and assets of the Company as security for facilities provided by the Bank to the Tanshire Holdings PLC group, and,
    2. That any two Directors or and one Director and the Company Secretary be hereby authorised to execute the mortgage debenture on behalf of the Company.
  3. It was resolved that the resolutions set out as above be passed as Special Resolution of the Company, and the Secretary was instructed to file the Special Resolutions with the Registrar of Companies.

The Secretary was further instructed to procure that the mortgage debenture be executed in accordance with Resolution No. 2 and be returned to National Westminster Bank PLC forthwith.

4. There being no other business, the meeting was terminated.

Chairman: .....

Date: .....

9 September 1996