

No. 3145691

THE COMPANIES ACT 1986
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

Hamptons Group Limited

(Effective 19 September 1997)

The following resolutions were duly agreed to by the members of the Company in accordance with section 381A of the Companies Act 1985 as Extraordinary resolutions with effect from 19 September 1997.

RESOLUTIONS

1. THAT, subject to all the current issued cumulative redeemable preference shares of £1 each in the capital of the Company having been redeemed by the Company at par value (together with the payment of any accrued dividends on such preference shares payable on such redemption) and such redemption having been approved by National Westminster Bank Plc ("Redemption") all of the A Preferred Ordinary shares of 10p and all of the B Preferred Ordinary Shares of 10p each in the capital of the Company, be consolidated into one share of £70,226.70 and the resulting one share of £70,226.70 in the capital of the Company be sub-divided into 702,267 Ordinary shares of 10p each.
2. THAT, subject to Redemption having taken place, 2,363,558 cumulative redeemable preference shares of £1 each in the capital of the Company, which at the date of the passing of this resolution have not been taken or agreed to be taken by any person, be cancelled and the authorised share capital of the Company be diminished by the nominal amount of the shares so cancelled.
3. THAT, subject to the passing of resolution 2 and resolution 6 and Redemption, the authorised share capital of the Company be increased from £117,037.1 to £117,041.4 by the creation of 43 new Ordinary shares of 10p each having attached thereto the rights set forth in the new Articles of Association to be adopted pursuant to resolution 6.
4. THAT subject to Redemption having taken place, for the purposes of section 80 of the Companies Act 1985 (and so that expressions used in this resolution shall bear the same meanings as in the said section 80):-

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- 2 -

(i) the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities up to a maximum nominal amount of £10,844.60 to such persons and at such times and on such terms as they think proper during the period expiring at the end of five years from the date of the passing of this resolution;

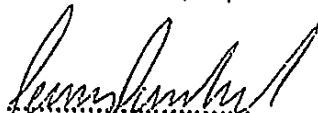
(ii) the Company be and is authorised to make prior to the expiry of such period any offer or agreement which would or might require relevant securities to be allotted after the expiry of the said period and the Directors may allot relevant securities in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by this resolution;


so that all previous authorities of the Directors pursuant to the said section 80 be and they are hereby revoked.

5. THAT, in accordance with section 95 of the Companies Act 1985 ("the Act") the Directors be and are empowered to allot equity securities (as defined in sub-section (2) of section 94 of the Act) for cash pursuant to the authority conferred on them to allot relevant securities (as defined in section 80 of the Act) by the resolution numbered 4 above up to a maximum nominal value of £10,844.60 as if sub-section (1) of section 89 of the Act did not apply at any time or times.

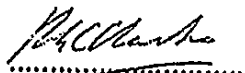
6. THAT, subject to Redemption having taken place, pursuant to section 9 of the Companies Act 1985, the Articles of Association of the Company be deleted in their entirety and the regulations contained in the document submitted to the Meeting and for the purpose of identification signed by the Chairman be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.


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For and on behalf of
GALAPINO INVESTMENTS
LIMITED



P PARR-HEAD



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For and on behalf of
NATWEST VENTURES
INVESTMENTS LIMITED


S GRAYBOW


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For and on behalf of
QUINTAIN LIMITED


.....
For and on behalf of
NATWEST VENTURES
NOMINEES LIMITED


D MACLEAN-WATT

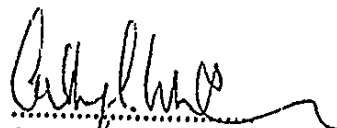

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R HICKLIN


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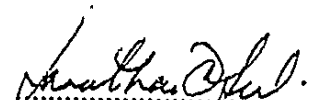
- 3 -


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R PATERSON

Marion Reid
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M REID


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G WINTERSON


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J SEAL


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A SEAL
*For and behlf
of Anabel Seal.*