

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION
Of
HAMPTONS GROUP LIMITED

(Passed on 14th January 2000)

At an Extraordinary General Meeting of the company held on 14th January 2000 the following resolutions were passed as Special Resolutions:

Resolution 1.

THAT the terms of an agreement between the Company and Roger Pollard for the purchase by the Company of 5,061 ordinary shares of 10p each in the capital of the Company as set out in the draft contract produced to the meeting and signed by the Chairman thereof for the purposes of identification be and is hereby approved and the Company be and is hereby authorised to enter into such contract.

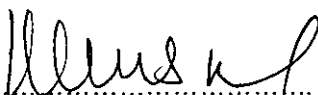
Resolution 2.

THAT the terms of an agreement between the Company and Robin Paterson for the purchase by the Company of 40,692 ordinary shares of 10p each in the capital of the Company as set out in the draft contract produced to the meeting and signed by the Chairman thereof for the purposes of identification be and is hereby approved and the Company be and is hereby authorised to enter into such contract.

Resolution 3.

THAT the existing Articles of Association of the Company be amended by the deletion of the full stop at the end of Article 10.13 and the substitution therefor of a semi-colon and by the addition of a new Article 10.14 as follows:

"10.14 to the Company, subject always to compliance with the provisions of the Act".


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Chairman

