

**Company No. 3145691**

**THE COMPANIES ACT 1985**

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**COMPANY LIMITED BY SHARES**

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**RESOLUTION**

**-of-**

**HAMPTONS GROUP LIMITED**

**(Passed 18 October 2000)**

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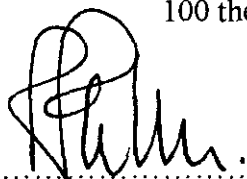
At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at 7 Lower Sloane Street, London SW1W 8AH on 18 October 2000 at 9.00a.m. the following resolution was passed as a Special Resolution:-

- 1.1** THAT each of the 1,170,414 ordinary shares of 10p each in the capital of the Company, being all the shares in issue and all the authorised but unissued shares in the Company, be divided into 10 ordinary shares of 1p each; and
- 1.2** THAT, pursuant to section 9 of the Companies Act 1985, the Articles of Association of the Company be altered as follows:-
- (a) by deleting the number "10" in the definition of "Ordinary Shares" in Article 2.1 and substitute the number "1" therefor;
  - (b) by deleting the definition of "Quotation" in Article 2.1 and substitute the following therefor:-

**"Quotation**      the admission of the whole of any class of the issued share capital of the Company to the Official List of the UK Listing Authority and to trading on the London Stock

Exchange's market for listed securities, the European Association of Securities Dealers' Automated Quotation System or to trading on the Alternative Investment Market of the London Stock Exchange plc or to any other recognised investment exchange (within the meaning of section 207 of the Financial Services Act 1986);"

- (c) by deleting the number 1,170,414 in Article 3 and substituting the number 11,704,140 therefor;
- (d) by deleting the number 30 in Article 9.15 and substitute the number 100 therefor;
- (e) by deleting the numbers 40, 750 and 30 in Article 9.16 and substituting for them respectively 150, 7500 and 100;
- (f) by deleting the number 75 in Article 9.19.4(a) and substituting the number 100 therefor.



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**Chairman**