

WRITTEN RESOLUTION

- of -

FINSTOP LIMITED

We, the undersigned, together being all the Members of the above named Company, HEREBY PASS the following resolutions as Special Resolutions of the Company pursuant to Section 381A of the Companies Act 1985 and confirm that such resolutions shall be as valid and effective as if they had been passed at an extraordinary general meeting of the Company duly convened and held:-

SPECIAL RESOLUTION

1. **THAT** notwithstanding the various restrictions relating to the declaration and payment of dividends contained in the Company's Articles of Association the declaration and payment of a dividend ("the Dividend") in the following terms be approved:

- 1.1 A cash dividend of £0.05 cash on every ordinary share of £1 in the capital of the Company currently in issue with a scrip dividend alternative of 50 new ordinary shares of £0.01 each on every such ordinary share of £1.
- 1.2 A cash dividend of £0.05 cash on every "A" ordinary share of £1 in the capital of the Company currently in issue with a scrip dividend alternative of 50 new "A" ordinary shares of £0.01 each on every such "A" ordinary share of £1.

and it be further approved that the holders of the ordinary and "A" ordinary shares of £1 in the capital of the Company currently in issue be given until 31 December 1997 to make an election as to whether they wish to receive the cash or scrip dividend alternative.

SPECIAL RESOLUTION

2. **THAT:**
 - 2.1 The directors of the Company be authorised to arrange for appropriate cash payments to be made on 2 January 1998 to all of the Company's shareholders who elect to receive the cash dividend alternative provided for in the Dividend (as defined in Resolution Number 1 (above)).
 - 2.2 The directors of the Company be authorised to arrange for an appropriate



allotment of new shares of £0.01 each in the capital of the Company to all of the Company's shareholders who elect to receive the scrip dividend alternative provided for in the Dividend (as defined in Resolution No. 1 (above)) forthwith on receipt of notification of such election all such allotments to take place irrespective of any pre-emption provisions or other restrictions on the allotment of shares contained in the Company's Articles of Association.

SPECIAL RESOLUTION

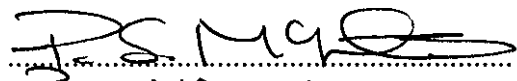
3. To the extent that the directors are empowered to allot shares in the Company by Resolution Number 2 (above) they are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot or agree to allot shares comprised in the authorised share capital of the Company and the provisions of Section 89 and 90 of the Companies Act 1985 shall not apply to any such allotment or agreement to allot provided that the powers conferred on the directors by this Resolution shall expire 5 years from the date hereof.


.....
(John Michael Huntington)

.....
(Alan Armitage)

.....
J Huntington, W Huntington and
P Newlove as Trustees of
the JMH 1996/1 Trust)

.....
.....
.....
A Armitage, S Armitage and
K Crossfield as Trustees of
the AA 1996/1 Trust)


.....
(~~PETER M. MUNRO~~ duly authorised
signatory for 3i 96 Partners Limited acting
in its general capacity as a shareholder in
the Company and also in its specific capacity
as a holder of "A" ordinary shares of £1)


.....
(~~PETER M. MUNRO~~ duly authorised
signatory for 3i Nominees Limited acting
in its general capacity as a shareholder in
the Company and also in its specific capacity
as a holder of "A" ordinary shares of £1)

DATED 2nd September 1997

WRITTEN RESOLUTION

- of -

FINSTOP LIMITED

We, the undersigned, together being all the Members of the above named Company, HEREBY PASS the following resolutions as Special Resolutions of the Company pursuant to Section 381A of the Companies Act 1985 and confirm that such resolutions shall be as valid and effective as if they had been passed at an extraordinary general meeting of the Company duly convened and held:-

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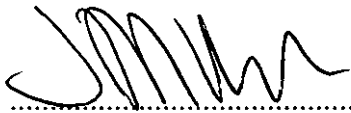
SPECIAL RESOLUTION

2. **THAT:**
 - 2.1 The directors of the Company be authorised to arrange for appropriate cash payments to be made on 2 January 1998 to all of the Company's shareholders who elect to receive the cash dividend alternative provided for in the Dividend (as defined in Resolution Number 1 (above)).
 - 2.2 The directors of the Company be authorised to arrange for an appropriate

allotment of new shares of £0.01 each in the capital of the Company to all of the Company's shareholders who elect to receive the scrip dividend alternative provided for in the Dividend (as defined in Resolution No. 1 (above)) forthwith on receipt of notification of such election all such allotments to take place irrespective of any pre-emption provisions or other restrictions on the allotment of shares contained in the Company's Articles of Association.

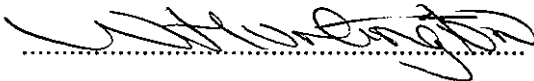
SPECIAL RESOLUTION

3. To the extent that the directors are empowered to allot shares in the Company by Resolution Number 2 (above) they are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot or agree to allot shares comprised in the authorised share capital of the Company and the provisions of Section 89 and 90 of the Companies Act 1985 shall not apply to any such allotment or agreement to allot provided that the powers conferred on the directors by this Resolution shall expire 5 years from the date hereof.



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(John Michael Huntington)

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(Alan Armitage)



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J Huntington, W Huntington and
P Newlove as Trustees of
the JMH 1996/1 Trust)

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A Armitage, S Armitage and
K Crossfield as Trustees of
the AA 1996/1 Trust)

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(..... duly authorised
signatory for 3i 96 Partners Limited acting
in its general capacity as a shareholder in
the Company and also in its specific capacity
as a holder of "A" ordinary shares of £1)

.....
(..... duly authorised
signatory for 3i Nominees Limited acting
in its general capacity as a shareholder in
the Company and also in its specific capacity
as a holder of "A" ordinary shares of £1)

DATED 20 September 1997

WRITTEN RESOLUTION

- of -

FINSTOP LIMITED

We, the undersigned, together being all the Members of the above named Company, HEREBY PASS the following resolutions as Special Resolutions of the Company pursuant to Section 381A of the Companies Act 1985 and confirm that such resolutions shall be as valid and effective as if they had been passed at an extraordinary general meeting of the Company duly convened and held:-

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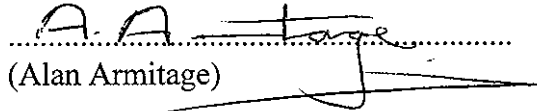
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SPECIAL RESOLUTION

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the Company and also in its specific capacity
as a holder of "A" ordinary shares of £1)

DATED 2nd September 1997