

WRITTEN RESOLUTION

- of -

FINSTOP LIMITED

We, the undersigned, together being all the Members of the above named Company, HEREBY PASS the following resolutions as Ordinary and Special Resolutions (as set out below) 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:-

ORDINARY RESOLUTION

1. **THAT** the declaration and immediate payment of an aggregate interim participating dividend of £152,000 to the holders of the "A" ordinary shares in the capital of the Company in respect of the 5 month period to 31st July 1997 be and is hereby approved;

SPECIAL RESOLUTION

2. **THAT** the Articles of Association of the Company be amended as follows:
 - 2.1 The following new Articles to be numbered 1.12 and 1.13 respectively be inserted between the existing Articles 1.11 and 1.12:

"1.12 The expression "ordinary shares" means the ordinary shares of £1 each in the capital of the Company and the ordinary shares of £0.01 each in the capital of the Company".

"1.13 The expression "A ordinary shares" and the expression "preferred ordinary shares" shall both have the same meaning and mean the "A" ordinary shares of £1 in the capital of the Company and the "A" ordinary shares of £0.01 each in the capital of the Company";

and the existing Articles 1.12 to 1.23 be renumbered appropriately.
 - 2.2 The words "by nominal value" be inserted immediately after the words "75 per cent" in both the first and second lines of Article 1.22 (c)(i).
 - 2.3 The words "by nominal value" be inserted immediately after the words "Shares pro rata" in the third line of Article 1.22(c)(ii).



- 2.4 The words "save as expressly provided otherwise in these articles" be inserted at the beginning of Article 1.23.
- 2.5 The existing preamble to Article 3 be deleted and replaced with the following new preamble:
- "The share capital of the Company is £562,500 divided into 225,000 "A" ordinary shares of £1 each, 150,000 ordinary shares of £1 each, 11,250,000 "A" ordinary shares of £0.01 each and 7,500,000 ordinary shares of £0.01 each. The rights attaching to the respective classes of shares shall be as follows and as otherwise set out in these articles."
- 2.6 The words "by nominal value" be inserted immediately after the figure "75%" in the first line of Article 3.1.3.4.
- 2.7 The words "£1 per share" appearing in line one of Article 3.2.1 be deleted and replaced with the words "a sum equal to the amount paid up or credited as paid up thereon".
- 2.8 The words "£1 per share" appearing in Article 3.2.2 be deleted and replaced with the words "a sum equal to the amount paid up or credited as paid up thereon".
- 2.9 The words "of the same nominal value" be inserted immediately after the words "ordinary shares" in the second line of the preamble to Article 3.3.
- 2.10 The words "by nominal value" be inserted immediately after the figure "75%" appearing in the second line of Article 3.3.1.
- 2.11 The words "of the same nominal value" be inserted immediately after the words "other ordinary shares" in the second line of Article 3.3.3.
- 2.12 The words "by nominal value" be inserted immediately after the figure "75%" in the final line of Article 3.3.4.
- 2.13 In Article 3.4.1.1:
- The words "of the same nominal value" be inserted immediately after the words "ordinary shares" appearing in the second line.
 - The word "number" appearing in the third line be deleted and replaced with the words "nominal value".
 - The words "total number" appearing in line 4 be deleted and replaced with the words "nominal value".

- 2.14 The words "£1 each" appearing in the second line of Article 3.4.1.2 be deleted and replaced with the words "the same nominal value".
- 2.15 In the final part of Article 3.4.1 the words "the nominal value of the" be inserted immediately after the words "proportions of " and the words "ordinary shares and" in line one.
- 2.16 The words "of the same nominal value" be inserted immediately after the words "issued Ordinary Shares" in line two of Article 3.4.5.
- 2.17 The words "by nominal value" be inserted immediately after the figure "75%" appearing in the fourth line of the preamble to Article 4.
- 2.18 The words "by nominal value" be inserted immediately after the figure "75%" appearing in the last line of Article 8.2.1.
- 2.19 The words "by nominal value" be inserted immediately after the words "in the aggregate" in the first line of Article 8.2.2.3.
- 2.20 The words "by nominal value" be inserted immediately after both of the figures "75%" appearing in the second line of Article 8.5.
- 2.21 The words "by nominal value" be inserted immediately after the words "ten per cent" in line five of Article 9.7.2.
- 2.22 The word "numbers" appearing in the second line of Article 9.8.1 be deleted and replaced with the words "total nominal value".
- 2.23 The word "numbers" appearing in the second line of Article 9.8.2 be deleted and replaced with the words "total nominal value".
- 2.24 The word "number" appearing in the third line of the second paragraph of Article 9.9 be deleted and replaced with the words "total nominal value".
- 2.25 The word "numbers" appearing in the second line of Article 9.10.1 be deleted and replaced with the words "total nominal value".
- 2.26 The word "numbers" appearing in the second line of Article 9.10.2 be deleted and replaced with the words "total nominal values".
- 2.27 The word "numbers" appearing in the fourth line of Article 9.11 be deleted and replaced with the words "total nominal value".
- 2.28 The words "by nominal value" be inserted immediately after the figure "75%" appearing in the second line of the preamble to Article 10.1.

- 2.29 The words "by nominal value" be inserted immediately after the figure "75%" appearing in the first line of the preamble to Article 10.2.4.
- 2.30 The figure "£1" appearing in the first line of Article 10.2.4.1 be deleted and replaced with the words "a sum equal to the amount paid up or credited as paid up on the relevant share".
- 2.31 The words "by nominal value" be inserted immediately after the figure "75%" appearing in the first line of Article 16.9.

SPECIAL RESOLUTION

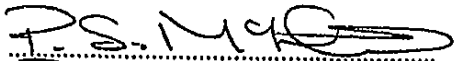
- 3 **THAT** the existing authorised share capital of the Company be increased to £562,500 by the creation of 11,250,000 new "A" ordinary shares of £0.01 each and 7,500,000 new ordinary shares of £0.01 each, such new shares have attached to them the rights set out in the Company's Articles of Association as amended by Resolution Number 2 (above).

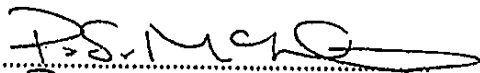
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(John Michael Huntington)

.....
(Alan Armitage)

.....
J Huntingdon, W Huntingdon and
D 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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(~~Peter M. Linsack~~ 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. Linsack~~ 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