

THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989

(Copy)

ORDINARY RESOLUTIONS

OF

HILLMART LIMITED

We, the undersigned, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolutions as Ordinary Resolutions and agree that the said resolutions shall, pursuant to Clause 53 of Table A (which Clause is embodied in the Articles of Association of the Company), for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

It is resolved :

1. That the Share Capital of the Company be increased from £ 100 to £ 10,000,000 by the creation of 9,999,900 new Shares of £1 each ranking in all respects pari passu with the 100 existing Shares of £1 each in the Capital of the Company;
2. That the Directors are generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot relevant securities (as defined in Section 80 of the said Act) provided that the aggregate nominal value of such securities allotted pursuant to this authority shall not exceed the amount of the authorised share capital at the date of the passing of this Resolution; and that this authority shall expire on the fifth anniversary of the date of the passing of this Resolution unless varied or revoked or renewed by the Company in General Meeting. Save that the Directors may notwithstanding such expiry, allot relevant securities under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority.

Dated this 18th day of February 1997.

M. J. Hope

Signed :
for LONDON LAW SECRETARIAL LIMITED

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for LONDON LAW SERVICES LIMITED



Presented By : THE LONDON LAW AGENCY LIMITED
TEMPLE CHAMBERS, TEMPLE AVE, LONDON EC4Y 0HP

Our Ref : 64278