

THE COMPANIES ACT 1985 (AS AMENDED)

Company limited by shares

RESOLUTIONS


of

GROVEBASE PROPERTIES LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held on 4th November, 1997 the following special resolutions were passed as ordinary resolutions:-

ORDINARY RESOLUTIONS

1. That the authorised share capital of the Company be increased to two hundred pounds (£200) by the creation of 100 additional Ordinary Shares of one pound (£1) each.
2. That, pursuant to section 80 of the Companies Act 1985, the directors be and they are hereby authorised generally and unconditionally to allot relevant securities (as defined in section 80 of the Companies Act 1985) up to an aggregate nominal amount of two hundred pounds (£200) provided that this authority, unless renewed, shall expire on the date five years from the date on which this resolution is passed save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot the relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.
3. That the terms of, and the transaction contemplated by, the Credit Facility Agreement and the Subordinated Loan Agreement (copies of each of which were produced to the Meeting and initialled by the Chairman for the purpose of identification only) be and are hereby approved.


Chairman of the meeting

CA973090.137

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ANH/TcxP/SGA

