

08 - 05 - 98

Company Number: 3541144

Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of


BEALAW (461) LIMITED

At an Extraordinary General Meeting of the Company duly convened and held on 19.08.98 the following Special Resolution was duly passed:-

RESOLUTION

THAT the directors of the Company be generally and unconditionally authorised, pursuant to Section 80 of the Companies Act 1985, at any time or times to allot, or grant rights to subscribe for, or convert securities into, any shares of the Company to any person or persons and with, and subject to, such rights, conditions and restrictions as they may think fit but so that:

- 1.1 the aggregate maximum nominal amount of the shares in the Company which may be allotted pursuant to this authority is £100;
- 1.2 this authority shall expire on the fifth anniversary of the date hereof save that the directors are hereby authorised to allot any shares or grant any rights under this authority in pursuance of an offer or agreement to do so made by the Company under this authority on, or before, that date; and
- 1.3 Sections 89(1) and 90(1) to (6) of that Act shall not apply to any allotment made in pursuance of this authority.

  
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(Chairman)

