

Company Number: 3555345

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS

of

LION CAPITAL PARTNERS PLC

passed the 15th April 2002

At the ANNUAL GENERAL MEETING of the above named Company, duly convened and held at No 1 Cornhill, London, EC3V 3ND on 15th April 2002, the following resolutions were duly passed as indicated below:

ORDINARY RESOLUTION

1. THAT the Directors of the Company be and are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 ("the Act") for a period ending at the conclusion of the annual general meeting of the Company in 2003 or the date falling 15 months from the date of this resolution (if earlier), to allot relevant securities (as defined by the said section) up to an aggregate nominal amount of £2,300,000, but so that during the said period the Company and its Directors may make offers or agreements which would or might require relevant securities to be allotted during or after the expiry of such period and to enable the Directors to allot relevant securities in pursuance of such offers or agreements, as if the authority conferred by them had not expired, such authority to be in substitution for all existing authorities granted to the Directors in respect of the allotment of relevant securities.

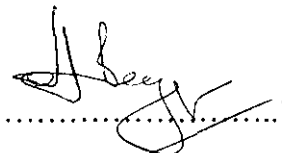


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SPECIAL RESOLUTIONS

2. THAT the Directors be and they are hereby empowered until the earlier of the conclusion of the next annual general meeting of the Company or the date following 15 months from the date of this resolution (if earlier) to allot equity securities (as defined in section 94(2) of the Act) for cash, in accordance with the authority conferred on them by this meeting to allot relevant securities (as defined in section 80 of the Act), as if section 89(1) of the Act did not apply to any such allotment, but such authority is limited to:
- (a) the allotment of equity securities in connection with an open offer to existing ordinary shareholders of the Company to subscribe for further ordinary shares in the Company;
 - (b) the allotment (otherwise than pursuant to paragraphs (a) above) of equity securities up to an aggregate nominal amount of £2,300,000.


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Chairman