

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
of
BDML (HOLDINGS) LIMITED
("Company")

PURSUANT TO the Articles of Association of the Company which incorporate Regulation 53 of Table A (as defined therein) as amended therein, we, the undersigned, being all the members of the Company entitled to attend and vote at general meetings of the Company, **HEREBY AGREE AND CONFIRM** that the following resolutions shall for all purposes be as valid and effectual as if they had been passed as ordinary and special resolutions (as the case may be) at a general meeting of the Company duly convened and held and accordingly **WE HEREBY RESOLVE:**

ORDINARY RESOLUTION

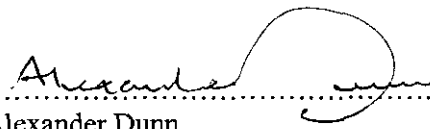
1. pursuant to section 320 of the Companies Act 1985, the purchase by the Company of 141,236 ordinary shares of £1 each for an aggregate consideration of £17,015,000 from Stephen J Lockwood and Company LLC a company connected with Stephen Lockwood (a director of the Company) pursuant to the terms of an agreement to be made between such parties within 30 days of the date of this written resolution ("**Own Share Purchase Contract**") be and is hereby approved; and

SPECIAL RESOLUTIONS

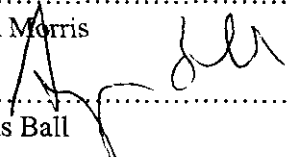
2. (subject to completion of the Own Share Purchase Contract), the existing articles of association of the Company be and are hereby amended by:
 - 2.1 deleting the words "including the Lockwood Director" from the definition of "Board" set out in article 2.1.5;
 - 2.2 deleting the existing definition of "Lockwood Director" set out in article 2.1.24;
 - 2.3 inserting the words "as amended from time to time" after the existing definition of "Shareholders' Agreement" set out in article 2.1.43;
 - 2.4 deleting the words "(the Lockwood Director being part of that majority)" in the second to last line of article 12.6; and
 - 2.5 by deleting the words "of which one shall be the Lockwood Director" in the second line of article 16.2.

Signature of this resolution by any holders of any class of shares in the Company shall also constitute their consent as holders of that class of shares under article 4.4 of the articles of association of the Company to the passing of the resolution set out above and to any variations to or abrogation of the rights of that class of shares resulting from the resolution set out above.

This written resolution may consist of more than one instrument in like form, each signed by one or more signatories, all of whom shall together comprise one document.


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Alexander Dunn

Dated: 27 JULY 2004

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Keith Morris

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Angus Ball

Dated:

Dated: 27 JULY 2004

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John Kavanaugh

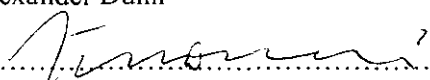
Dated:

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For and on behalf of
Stephen J Lockwood and Company LLC

Dated:

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Alexander Dunn

Dated:

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Keith Morris

Dated: 21/7/2004

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Angus Ball

Dated:

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John Kavanaugh

Dated:

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For and on behalf of
Stephen J Lockwood and Company LLC

Dated:

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Alexander Dunn

Dated:

.....
Keith Morris

Dated:

.....
Angus Ball

Dated:

.....
John Kavanaugh

Dated: 27 JULY 2004

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For and on behalf of
Stephen J Lockwood and Company LLC

Dated:

.....
Alexander Dunn

Dated:

.....
Keith Morris

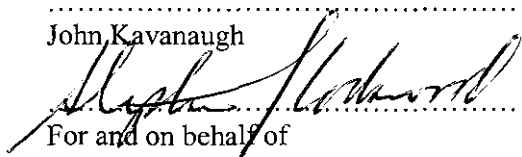
Dated:

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Angus Ball

Dated:

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John Kavanaugh

Dated:


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For and on behalf of
Stephen J Lockwood and Company LLC

Dated: