

Chelsfield (Bloomsbury) Limited

Written Resolution of the Company's Shareholder

*Certified a True
copy
- K. Cook*

We, the undersigned, being the sole holder of the company's ordinary shares of £1 each entitled to attend and vote at any general meeting of the company in respect of the resolution set out below, hereby agree, pursuant to Regulation 4.3.1 of the company's Articles of Association, to the passing of the following resolutions of the company as ordinary resolutions:

1. That the authorised share capital of the company be and is hereby increased from £2 to £23,000,000 by the creation of an additional 22,999,998 ordinary shares of £1 each.
2. That the directors of the company be and they are hereby generally and unconditionally authorised for the purpose of Section 80 of the Companies Act 1985 (the 'Act') to exercise all the powers of the company to allot relevant securities (within the meaning of Section 80(2) of the Act) of the company up to an aggregate nominal amount equivalent to the authorised but unissued share capital of the company following the passing of resolution 1. above provided that:
 - (i) this authority shall expire on the fifth anniversary of the passing of this resolution 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 relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired; and
 - (ii) this authority shall be in substitution for and shall replace any existing authority pursuant to the said Section 80.

For and on behalf of
Chelsfield plc

12 July 2000

