

EPWIN GROUP PLC

**Minutes of a Meeting of the Directors
held at Manor Park Business Centre, Mackenzie Way,
Cheltenham, Gloucestershire, GL51 9TX
On Tuesday 26th June 2001**



Present: A J Rawson - Chairman
R Cox
P M Hazel
R J Rawson
M Bishop

In attendance S E Rice
J Sealy

1. The Chairman reported that a quorum was present and that the meeting had been convened in accordance with the Company's Articles of Association.
2. The Chairman reported that:-
 - (a) Ernst & Young, the Company's auditor, had informed the Directors that it was proposing to transfer its entire business to Ernst & Young LLP, a limited liability partnership incorporated under the Limited Liability Partnerships Act 2000, on 28 June 2001. Ernst & Young would then cease to carry on business and would wind up its affairs; and
 - (b) in the circumstances specified in paragraph (a), section 26(5) Companies Act 1989 permits the Company to consent to treating the appointment of Ernst & Young as extending to Ernst & Young LLP with effect from 28 June 2001.
3. IT WAS RESOLVED to consent to treating the appointment of Ernst & Young as the Company's auditor as extending to Ernst & Young LLP with effect from 28 June 2001.
4. There being no other business the Chairman declared the meeting closed.


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CHAIRMAN