

Registered No: 3917262

**The Companies Acts 1985 and 1989  
COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION  
OF**

**N W BROWN GROUP LIMITED**

**(the "Company")**

**Pursuant to Section 381 A of the Companies Act 1985 (as amended)**

**Passed on 25<sup>th</sup> March 2004**

We, the undersigned being all the members of the Company entitled to attend and vote at a general meeting of the Company hereby pass the following resolution as a special resolution of the Company which will have the same effect as if passed as a special resolution at a general meeting of the Company:

**SPECIAL RESOLUTION**

That subject to (i) the passing by the holders of Preference Shares of the resolution set out in the draft annexed hereto marked ("A"), (ii) the passing by the holders of Ordinary Shares of the resolution set out in the draft annexed hereto marked ("B") and (iii) the sanction of the Court the Share Premium Account of the Company be and is hereby cancelled.

.....  
**Fiona Brown**

March 2004

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**Nigel Brown**

March 2004

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**Brian Carter**

March 2004

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**Renee Carter**

March 2004

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**Peter Botton**

25<sup>th</sup> March 2004

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**Janette Dart**

March 2004

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**Ronald Dart**

March 2004

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**Rona Jarvis**

March 2004

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**Colin Mankletow**

March 2004

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**David Oliver**

March 2004

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**Anthony Puckridge**

March 2004

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**Elizabeth Puckridge**

March 2004

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**Nicola Raywood**

March 2004

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**Robert Raywood**

March 2004

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**Philip Thorpe**

March 2004

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**Sarah Thorpe**

March 2004



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**N W BROWN GROUP LIMITED**

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**Pursuant to Section 381 A of the Companies Act 1985 (as amended)**

**Passed on ~~23<sup>rd</sup>~~  
25<sup>th</sup> March 2004**

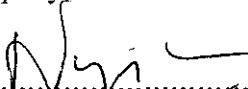
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Fiona Brown  
23<sup>rd</sup> March 2004




Nigel Brown  
23<sup>rd</sup> March 2004

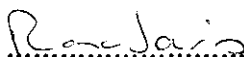
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Brian Carter  
March 2004

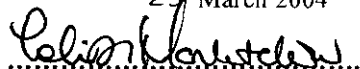
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Renee Carter  
March 2004

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Peter Button  
March 2004

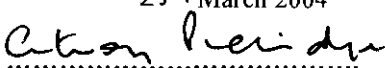
.....  
Janette Dart  
23<sup>rd</sup> March 2004

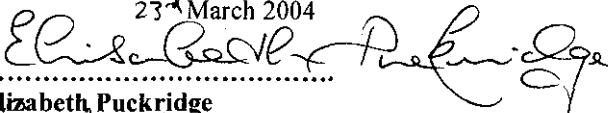
  
Ronald Dart  
23<sup>rd</sup> March 2004


  
Rona Jarvis  
23<sup>rd</sup> March 2004

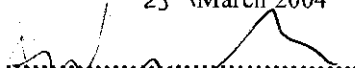
  
Colin Mankletow  
23<sup>rd</sup> March 2004

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David Oliver  
23<sup>rd</sup> March 2004

  
Anthony Puckridge  
23<sup>rd</sup> March 2004

  
Elizabeth Puckridge  
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23<sup>rd</sup> March 2004

  
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Sarah Thorpe  
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**Pursuant to Section 381 A of the Companies Act 1985 (as amended)**

**Passed on ~~23<sup>rd</sup>~~<sup>25<sup>th</sup></sup> March 2004**

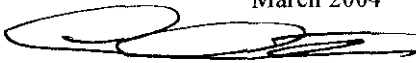
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**SPECIAL RESOLUTION**

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**Fiona Brown**

March 2004




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**Brian Carter**

23<sup>rd</sup> March 2004

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**Nigel Brown**

March 2004



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23<sup>rd</sup> March 2004

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March 2004

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**Anthony Puckridge**

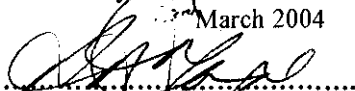
March 2004

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**Elizabeth Puckridge**

March 2004

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**Nicola Raywood**

March 2004



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**Philip Thorpe**

23<sup>rd</sup> March 2004

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**Robert Raywood**

March 2004



.....  
**Sarah Thorpe**

23<sup>rd</sup> March 2004

Registered No: 3917262

**The Companies Acts 1985 and 1989  
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WRITTEN RESOLUTION  
OF**

**N W BROWN GROUP LIMITED**

**(the "Company")**

**Pursuant to Section 381 A of the Companies Act 1985 (as amended)**

**Passed on ~~23<sup>rd</sup>~~  
25<sup>th</sup> March 2004**

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**SPECIAL RESOLUTION**

That subject to (i) the passing by the holders of Preference Shares of the resolution set out in the draft annexed hereto marked ("A"), (ii) the passing by the holders of Ordinary Shares of the resolution set out in the draft annexed hereto marked ("B") and (iii) the sanction of the Court the Share Premium Account of the Company be and is hereby cancelled.

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**Fiona Brown**

March 2004

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**Nigel Brown**

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**David Oliver**

23<sup>rd</sup> March 2004

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**Anthony Puckridge**

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**Nicola Raywood**

March 2004

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**Robert Raywood**

March 2004

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**Philip Thorpe**

March 2004

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**Sarah Thorpe**

March 2004

**ANNEX "A"**

**Registered No: 3915461**

**The Companies Acts 1985 and 1989  
COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION**

**OF  
THE HOLDERS OF PREFERENCE SHARES IN THE CAPITAL OF  
N W BROWN GROUP LIMITED  
(the "Company")**

**Pursuant to Section 381 A of the Companies Act 1985 (as amended)  
Passed on 25<sup>th</sup> March 2004**

**EXTRAORDINARY RESOLUTION**

THAT we, being the holders of all the Preference Shares of 10p each in the capital if the Company hereby sanction and consent (a) to the passing and carrying into effect of the resolutions contained in the draft Written Resolution (a copy of which is annexed hereto) and (b) any effect on, variation of, dealing with or abrogation of the rights and privileges attaching to the Preference Shares which will or may result from the passing and carrying into effect of such resolutions notwithstanding that the passing and carrying into effect of such resolution may affect the rights and privileges attached to such Shares.

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**Fiona Brown**  
March 2004

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**Nigel Brown**  
March 2004

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**Brian Carter**  
March 2004

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**Renee Carter**  
March 2004

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**Janette Dart**  
March 2004

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**Rona Jarvis**  
March 2004

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**Colin Manktelow**  
March 2004

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**Elizabeth Puckridge**  
March 2004

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**Robert Raywood**  
March 2004

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**Nicola Raywood**  
March 2004

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**Philip Thorpe**  
March 2004

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**Sarah Thorpe**  
March 2004

**ANNEX "B"**

**Registered No: 3917262**

**The Companies Acts 1985 and 1989  
COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION  
OF  
THE HOLDERS OF ORDINARY SHARES IN THE CAPITAL OF  
N W BROWN GROUP LIMITED  
(the "Company")**

**Pursuant to Section 381 A of the Companies Act 1985 (as amended)  
Passed on 25<sup>th</sup> March 2004**

**EXTRAORDINARY RESOLUTION**

THAT we, being the holders of all the Ordinary Shares of 1p each in the capital of the Company hereby sanction and consent (a) to the passing and carrying into effect of the resolutions contained in the draft Written Resolution (a copy of which is annexed hereto) and (b) any effect on, variation of, dealing with or abrogation of the rights and privileges attaching to the Ordinary Shares which will or may result from the passing and carrying into effect of such resolutions notwithstanding that the passing and carrying into effect of such resolution may affect the rights and privileges attached to such Shares.

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**Fiona Brown**

March 2004

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**Nigel Brown**

March 2004

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**Peter Button**

March 2004

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**Brian Carter**

March 2004

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