

ORDINARY AND SPECIAL RESOLUTIONS OF THE SOLE MEMBER OF
MARKETSEAL LIMITED PASSED PURSUANT TO THE PROVISIONS OF
SECTION 381A OF THE COMPANIES ACT 1985

I, the undersigned, being the sole member of Marketseal Limited
(company number 4008116) ("the Company") HEREBY RESOLVE:-

- (1) by way of Ordinary Resolution that the authorised share capital of the Company be increased from £1,000 to £100,000 by the creation of 99,000 ordinary shares of £1 each ranking pari passu in all respects with the existing ordinary shares in the capital of the Company
- (2) by way of Ordinary Resolution that the directors be authorised, in accordance with Section 80 of the Companies Act 1985, to exercise all the powers of the Company to allot (within the meaning of that Section) relevant securities (as defined in that Section) up to an aggregate nominal amount of £99,999 at any time and from time to time for a period of five years from the date of the passing of this Resolution but so that the directors may allot relevant securities (defined as aforesaid) after the expiration of such period if the allotment be pursuant to an offer or agreement made before the expiration of such period
- (3) by way of Special Resolution in accordance with Article 5(b) of the Articles of Association of the Company that the directors be empowered to allot 49,999 ordinary shares of £1 each in the capital of the Company to James David Cochrane and 50,000 ordinary shares of £1 each in the capital of the Company to Frank Herbert Hubby in each case against an immediate payment in cash at par

Dated this 3rd day of July. 2000


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J. D. Cochrane

