

Company No: 4090218

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTION

OF

BMB GROUP LIMITED  
(the "Company")



Passed on 28 April 2004

Pursuant to section 381A Companies Act 1985 and article 10 of the Company's articles of association, we the undersigned, being all the members of the Company for the time being entitled to receive notice of and to attend and vote at general meetings (or being a corporation by our duly authorised representative) hereby resolve that the following resolution be passed and agree that the same shall have the same effect as if passed as a special resolution at a general meeting duly convened and held:-

SPECIAL RESOLUTION

THAT:

1. the existing 'B' ordinary shares of £0.01 each in the Company be reclassified as 'A' ordinary shares of £0.01 each (having the rights set out in the new articles of association of the Company to be adopted pursuant to paragraph 3 of this resolution) and the existing holder of such 'B' shares (who has signed this resolution) hereby consents to such reclassification and the consequential variation and/or abrogation of the rights attaching to such shares currently held by him;
2. the existing 'A', 'C', 'D' and 'E' ordinary shares of £0.01 each in the Company be reclassified as 'B' ordinary shares of £0.01 each (each having the rights set out in the new

articles of association of the Company to be adopted pursuant to paragraph 3 of this resolution) and the existing holders of such 'A', 'C', 'D' and 'E' shares (each of whom has signed this resolution) hereby consent to such reclassification and the consequential variation and/or abrogation of the rights attaching to such shares currently held by each of them; and

3. the regulations contained in the printed document signed, for the purpose of identification, by the chairman of the board of directors of the Company be adopted as the articles of association of the Company in substitution for the regulations contained or incorporated in the present articles of association of the Company.



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**PETER LUCAS**

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for and on behalf of  
**CREDO CORPORATE FINANCE  
LIMITED**



.....  
**ANDREW MACKENZIE**



.....  
**HAROLD TILLMAN**



.....  
for and on behalf of  
**LFCF INVESTMENT 1 (EUROPE)  
LIMITED**

The Company Secretary hereby certifies that a copy of this resolution was sent to the auditors of the Company on ~~11 March~~ 2004.

28 April



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**Company Secretary**

**DIRECTOR**

articles of association of the Company to be adopted pursuant to paragraph 3 of this resolution) and the existing holders of such 'A', 'C', 'D' and 'E' shares (each of whom has signed this resolution) hereby consent to such reclassification and the consequential variation and/or abrogation of the rights attaching to such shares currently held by each of them; and

3. the regulations contained in the printed document signed, for the purpose of identification, by the chairman of the board of directors of the Company be adopted as the articles of association of the Company in substitution for the regulations contained or incorporated in the present articles of association of the Company.

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**PETER LUCAS**

  
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for and on behalf of  
**CREDO CORPORATE FINANCE  
LIMITED**

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**ANDREW MACKENZIE**

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**HAROLD TILLMAN**

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LIMITED**

The Company Secretary hereby certifies that a copy of this resolution was sent to the auditors of the Company on ~~11 March~~ 2004.

*28 April*

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**Company Secretary**