

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



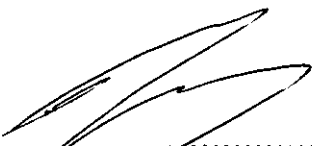
Pursuant to section 381A Companies Act 1985 and article 10 of the Company's articles of association, we the undersigned, being all the members of the Company for the time being entitled to vote in respect of this resolution (or being a corporation by our duly authorised representative) hereby resolve 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:-

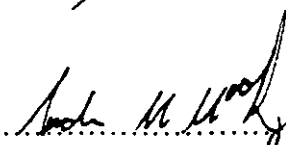
SPECIAL RESOLUTION

THAT:

1. the terms of the agreement for the Buyback of the Sale Shares ("**Buyback Agreement**") (a copy of which has been made available to the signatories to this resolution for the purpose of inspection of its terms, signed for the purpose of identification by the chairman of the board of directors), for the consideration specified in the Buyback Agreement, be and hereby are approved pursuant to section 164(2) of the Companies Act 1985 and that the directors of the Company be authorised to enter into the Buyback Agreement and that any director be authorised to sign the Buyback Agreement on behalf of the Company; and

2. the directors of the Company be and hereby are authorised to do all things they consider necessary in connection with, and to facilitate, the Buyback of the Sale Shares.

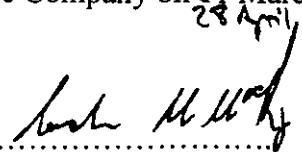

.....
PETER LUCAS


.....
ANDREW MACKENZIE

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


.....
HAROLD TILLMAN

The Company Secretary hereby certifies that a copy of this resolution was sent to the auditors of the Company on ~~41 March~~ ^{28 April} 2004.


.....
Company Secretary **DIRECTOR**

2. the directors of the Company be and hereby are authorised to do all things they consider necessary in connection with, and to facilitate, the Buyback of the Sale Shares.

.....
PETER LUCAS

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

.....
ANDREW MACKENZIE

.....
HAROLD TILLMAN

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