

Ref: C964/309158

Date: 06/03/01

Company Number: 4090229

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTIONS
OF
LTB LIMITED**

Passed 12 March 2001

Pursuant to Article 8 of the Company's Articles of Association and Section 381A of the Companies Act 1985 (as amended), we, the undersigned, being the sole member entitled to attend and vote at any general meeting of the Company in respect of the resolutions set out below, HEREBY AGREE that the following resolutions be passed as ordinary resolutions:-

ORDINARY RESOLUTIONS

1. **THAT** the authorised share capital of the Company be increased from £1,000 to £2,000,000 by the creation of an additional 1,999,000 ordinary shares of £1 each ranking pari passu in all respects with the existing ordinary shares in the Company.
2. **THAT:**
 - 2.1 the authority given to the directors in Article 2.3 of the Company's Articles of Association be varied in accordance with Article 2.4.3 so that the directors be generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 ("the Act") to allot any relevant securities (as defined in section 80(2) of the Act) of the Company up to a maximum aggregate nominal amount of £399,999 during the period of five years from



the date on which this resolution is passed at the end of which period such authority will expire provided that this authority:-

- 2.1.1 shall not permit the directors to allot or to grant options or rights of subscription or conversion over shares to an aggregate amount of more than the amount specified in this resolution;
 - 2.1.2 shall expire not more than five years from the date of incorporation of the company or (if the authority is renewed or varied by the company in general meeting) on the date specified in the resolution on which the renewal or varied authority shall expire;
 - 2.1.3 may be renewed may be renewed, revoked or varied at any time by the company in general meeting; and
 - 2.1.4 shall permit the directors after the expiry of the period of the said authority to allot any shares or grant any such rights in pursuance of an offer or agreement so to do made by the company within that period.
- 2.2 all prior authorities to allot relevant securities be revoked but without prejudice to the allotment of any relevant securities already made or to be made pursuant to such authorities.



duly authorised for and on
behalf of
Greenjade Finance Limited