

Company Number: 4155659

**The Companies Acts 1985**

---

**COMPANY LIMITED BY SHARES**

---

**WRITTEN RESOLUTIONS**

- of -

**THE GRASS ROOTS GROUP UK LIMITED**

---

**PASSED 14<sup>th</sup> JUNE 2001**

---



We, the undersigned, being the sole member of the above named Company ("the Company") entitled to attend and vote at the General Meeting of the Company, **HEREBY RESOLVE** pursuant to sections 381A-C of the Companies Act 1985 (the Act) as follows: -

**SPECIAL RESOLUTION**

1. That pursuant to the provisions of Sections 95 of the Act and to resolution 3(i) below, the Directors be empowered to allot equity securities (as defined in Section 94 of the Act) pursuant to the general authority given to them for the purpose of Section 80 of the Act by this resolution for cash as if Section 89(1) of that Act did not apply;

**ORDINARY RESOLUTIONS**

2. THAT with effect from the passing of this resolution the authorised share capital of the Company be increased from £1,000 to £50,000 by the creation of 49,000 ordinary shares of £1 each.
3. That, pursuant to the provisions of Section 80 of the Companies Act 1985, the Directors are generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities as defined by such Section provided that:-
  - 3.1 the maximum amount of such securities which may be allotted under this authority (within the meaning of that Section) is £49, 998; and

- 3.2 this authority shall, unless it is (prior to its expiry) duly revoked or varied or is renewed, expire on the fifth anniversary from the date of the passing of this resolution save that the Company may, before such expiry, make an offer or agreement which will or may require relevant securities to be allotted after such expiry.

**Name of Shareholder**

The Grass Roots Group PLC

**Signature**

*D. Egbu-King*

(Authorised Signatory)

**Date of Signature**

14<sup>th</sup> June 2001