



## THE COMPANIES ACTS 1985 – 1989

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### BHE HOLDINGS LIMITED (the "Company")

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#### WRITTEN RESOLUTIONS

We, the undersigned, representing all the members and in respect of all Ordinary Shares of £1.00 each, held by us in the capital of the Company, which would be entitled to attend and vote at general meetings of the Company, hereby resolve and agree that the following resolution numbered 1 below shall take effect as an ordinary resolution and resolution 2 shall take effect as a special resolution pursuant to and in accordance Regulation 53 of Table A scheduled to the Companies (Tables A to F) Regulations 1985 and incorporated into the Articles of Association of the Company:

#### ORDINARY RESOLUTION


1. THAT the 1000 Ordinary Shares of £1.00 each in the authorised share capital of the Company and the 100 Ordinary Shares of £1.00 each in the issued share capital of the Company be subdivided into 1,000,000 Ordinary Shares of 0.1 pence each.

#### SPECIAL RESOLUTION

2. (a) THAT the Directors of the Company be and are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of the Act) up to a maximum nominal amount of £45 provided that this authority shall expire in accordance with part (b) of this Resolution set out below and that the Directors be entitled under


the authority conferred by Section 80(7) of the Act and of this Resolution to make at any time prior to the expiry of such authority any offer or agreement which would or might require a relevant security in the Company to be allotted after the expiry of such authority and further provided that all other previous authorisations given by the Company in General Meeting or otherwise pursuant to Section 80 of the Act be and are hereby revoked; and

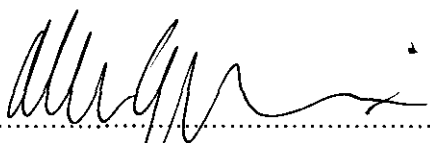
- (b) THAT the Directors of the Company be given power to allot unissued shares in the capital of the Company as if the pre-emption provisions contained in clause 6 of the Shareholders Agreement made between Robin Pesskin and Others and the Company and dated 5<sup>th</sup> November 2001 did not apply to such allotment provided that such power shall be limited to the allotment of shares in the capital of the Company up to an aggregate nominal amount of £45 and shall expire on the earlier of 15 months from the date of the passing of this Resolution or the conclusion of the next Annual General Meeting of the Company unless any offer or agreement is made before expiry of this power in which case the Directors may allot equity securities pursuant to such offer or agreement as if the power granted by this Resolution had not expired.

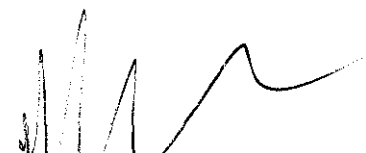
  
Robin Pesskin

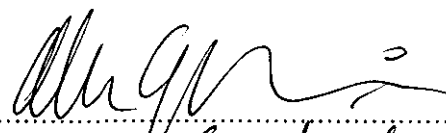
.....  
Authorised signatory for and on behalf of  
ZRH Nominees (0083) Limited

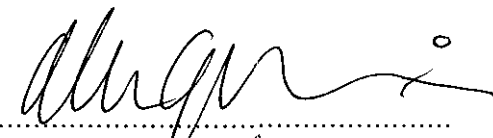
  
Alan Pesskin

  
Paul Stockton

  
Alan Gavurin

  
Mevan Alwis

  
Stuart Gavurin  
*Signed under  
power of  
attorney*

  
Hedy Gavurin  
*Signed under power  
of attorney*

Dated: 30 July 2004

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#### ORDINARY RESOLUTION

1. THAT the 1000 Ordinary Shares of £1.00 each in the authorised share capital of the Company and the 100 Ordinary Shares of £1.00 each in the issued share capital of the Company be subdivided into 1,000,000 Ordinary Shares of 0.1 pence each.


#### SPECIAL RESOLUTION

2. (a) THAT the Directors of the Company be and are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of the Act) up to a maximum nominal amount of £45 provided that this authority shall expire in accordance with part (b) of this Resolution set out below and that the Directors be entitled under

the authority conferred by Section 80(7) of the Act and of this Resolution to make at any time prior to the expiry of such authority any offer or agreement which would or might require a relevant security in the Company to be allotted after the expiry of such authority and further provided that all other previous authorisations given by the Company in General Meeting or otherwise pursuant to Section 80 of the Act be and are hereby revoked; and

- (b) THAT the Directors of the Company be given power to allot unissued shares in the capital of the Company as if the pre-emption provisions contained in clause 6 of the Shareholders Agreement made between Robin Pesskin and Others and the Company and dated 5<sup>th</sup> November 2001 did not apply to such allotment provided that such power shall be limited to the allotment of shares in the capital of the Company up to an aggregate nominal amount of £45 and shall expire on the earlier of 15 months from the date of the passing of this Resolution or the conclusion of the next Annual General Meeting of the Company unless any offer or agreement is made before expiry of this power in which case the Directors may allot equity securities pursuant to such offer or agreement as if the power granted by this Resolution had not expired.

.....  
Robin Pesskin

  
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for RTB Presidents Ltd.  
Authorised signatory for and on behalf of  
ZRH Nominees (0083) Limited

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Alan Pesskin

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Paul Stockton

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Alan Gavurin

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Mevan Alwis

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Stuart Gavurin

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Hedy Gavurin

Dated: 30 July 2004