

BROOMCO (2705) LIMITED

WRITTEN RESOLUTIONS OF THE SHAREHOLDERS

Pursuant to the articles of association of the Company and Regulation 53 of Table A (as defined therein) and pursuant to Section 381(a) of the Companies Act 1985 (as amended) ("**the Act**") we, the undersigned, being all the shareholders entitled to attend and vote at general meetings of Broomco (2705) Limited (the "**Company**") **HEREBY CONFIRM** that the following resolutions shall be for all purposes effective as if they had been passed in the case of resolutions 1 and 3 as special resolutions and in the case of resolution 2 as an ordinary resolution at a general meeting of the Company duly convened and held and accordingly **HEREBY RESOLVE** as follows:

1. **THAT** the articles of association be amended as follows:

(i) by the deletion of Article 10.3 and the substitution therefor of the following Article:

10.3 The provisions of Article 10.2 shall not apply to A Shares:

10.3.1 acquired prior to 31 December 2001 in circumstances where the Cessation Date is after the adoption of these Articles and the Relevant Individual is a Very Good Leaver;

10.3.2 acquired after 31 December 2001 in circumstances where (i) the Cessation Date falls more than 6 months after the date of commencement of the employment of the Relevant Individual or such longer or shorter period (the "**Required Period**") as the Board shall determine at the date of transfer or issue to the Relevant Individual of the A Shares and (ii) the Relevant Individual is a Very Good Leaver.

(ii) by the deletion of Article 10.6 and the substitution therefor of the following Article:

10.6 The price for the Sale Shares if they are A Shares shall be as follows:

10.6.1 the Market Value of the Sale Shares as at the Cessation Date or, if less, the issue price (including any premium) of the Sale Shares if:

(i) the Cessation Date is prior to 12 December 2002 and the A Shares were acquired prior to 13 December 2001 and the Relevant Individual is a Good Leaver; or

(ii) the A Shares were acquired by the Relevant Individual after 12 December 2001 and the Cessation Date is prior to the first anniversary of the date of commencement of employment of



the Relevant Individual (whether before or after the expiry of the Required Period) and the Relevant Individual is a Good Leaver; or

- (iii) the Cessation Date is at any time and the Relevant Individual is a Bad Leaver; or
- (iv) the Cessation Date falls before the expiry of the Required Period and the Relevant Individual is a Very Good Leaver or Good Leaver;

10.6.2 the Market Value of the Sale Shares at the Cessation Date if:

10.6.2.1 the A Shares were acquired prior to 13 December 2001 and the Cessation Date is after 12 December 2002 and the Relevant Individual is a Good Leaver or Very Good Leaver or;

10.6.2.2 the A Shares were acquired after 12 December 2001, and the Cessation Date is after the first anniversary of the date of commencement of employment of the Relevant Individual and after the expiry of the Required Period and the Relevant Individual is a Good Leaver or a Very Good Leaver;

10.6.3 if the Relevant Individual is a Very Bad Leaver at any time the price shall be the lower of Market Value and 1p for each Sale Share.

(iii) by the deletion of Article 10.9.2 and the substitution therefor of the following Article:

10.9.2 a **"Good Leaver"** is a relevant individual who ceases to be an employee and/or director because of death, retirement or permanent incapacity entitling the Company to dismiss him or because he resigns following the fourth anniversary of the Commencement Date or, if later the fourth anniversary of the date of commencement of his employment (except in circumstances constituting his constructive dismissal) or who is otherwise categorised as a Good Leaver by the Investor Directors in their absolute discretion;

- 2. **THAT** in addition to all existing authorities under that section, the directors be generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot up to 12,835 A Ordinary Shares of 1 pence each to such person or persons and on such terms as they shall determine for a period expiring on the date of the next annual general meeting of the Company after the passing of this resolution.
- 3. **THAT** notwithstanding the provisions of article 6 of the articles of association of the Company and subject to the passing of resolution 2 the directors be generally empowered pursuant to section 95 of the Companies Act 1985 to allot up to 12,835 A Ordinary Shares of 1 pence each pursuant to the authority conferred by resolution 2 as if section 89(1) of the Companies Act 1985 and article 6 did not apply to the allotment such power to expire on the date of the next annual general meeting of the Company after the passing of this resolution.

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duly authorised for and on behalf of
RAYNER & CO TRUSTEES LIMITED

*Timothy C. Cole, for and on behalf of
Kleinwort Benson Equity Partners
General Partner Limited as General
Partner of*

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duly authorised for and on behalf of
**KLEINWORT BENSON EQUITY
PARTNERS B**

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duly authorised for and on behalf of
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RICHARD BAYER

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PHILLIP KENT

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RICHARD SKILLBECK

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SYDNEY BENNETT

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NIGEL HORLEY

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STEPHEN JAMES

Dated the 26 day of July 2002


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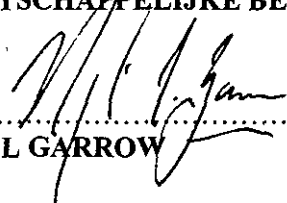
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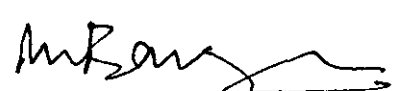
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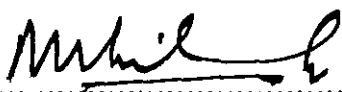
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