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Company No. 5480765

THE COMPANIES ACT 1985

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Company Limited by Shares  
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Resolutions of  
THE BROTHERTON GROUP LIMITED

Passed on at an Extraordinary General Meeting on 27<sup>TH</sup> June 2005.

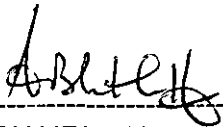
AS ORDINARY RESOLUTIONS

**As Ordinary Resolutions**

1. That pursuant to the provisions of Section 320(1) of the Companies Act 1985 the acquisition by the Company of 1,000 Ordinary Shares of £1.00 each in the issued share capital of General Distribution Limited from Mr Anthony Brotherton-Ratcliffe in consideration of the allotment to Mr Anthony Brotherton-Ratcliffe of 1,000 Ordinary Shares of £1.00 each credited as fully paid in the capital of the Company be and is hereby approved.

2. That pursuant to the provisions of Section 320(1) of the Companies Act 1985 the acquisition by the Company of 200,001 Ordinary Shares of £1.00 each in the issued share capital of Paxton Access Limited from Mr Anthony Brotherton-Ratcliffe in consideration of the allotment to Mr Anthony Brotherton-Ratcliffe of 200,001 Ordinary Shares of £1.00 each credited as fully paid in the capital of the Company be and is hereby approved.

ABR  
X

  
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CHAIRMAN

X

