

THE COMPANIES ACT 1985 ("Act")

WRITTEN RESOLUTION

(pursuant to Regulation 53 of Table A (which is embodied in the Company's articles of association))

Of

HUMBERTS (EAST MIDLANDS) LIMITED

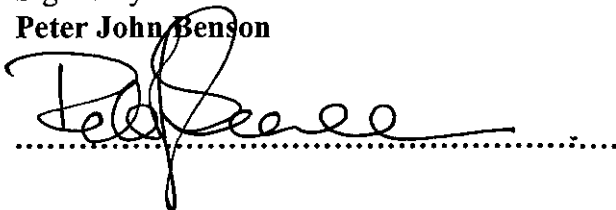
Dated: 15 February 2007

We, the undersigned, being the members of the Company entitled to attend and vote at a general meeting of the Company **HEREBY PASS** the following resolution and agree that the said resolution shall, for all purposes, be as valid and effective as if the same had been passed by us at a general meeting of the Company duly convened and held:

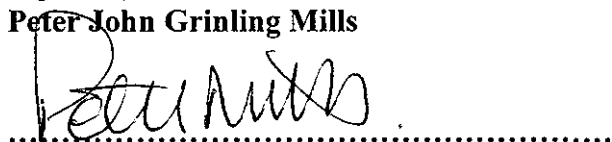
THAT pursuant to Section 9 of the Act, article 6(a) of the Company's articles of association of the Company be altered so that it reads: -

"No share or beneficial ownership of a share shall be transferred nor shall the Company purchase any of its own shares pursuant to Regulation 4 unless and until the rights of pre-emption hereinafter shall be exhausted. The rights of pre-emption shall not apply to any transfers made to Humberts Group PLC."

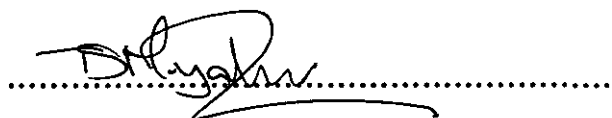
Signed by
Peter John Benson



Signed by
Peter John Grinling Mills



Signed by
Timothy Stuart Murgatroyd



SATURDAY



AFMGRN5A

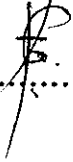
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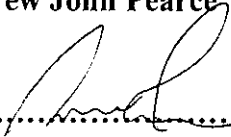
152

COMPANIES HOUSE

Signed by
John Stuart Greer Payton


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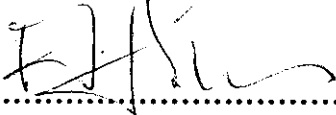
Signed by
Andrew John Pearce


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Signed by
Karen Jane Gray


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Signed by
Anthony John Snarey


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Signed by
Charles William Hodder Welby


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