

WRITTEN RESOLUTION

OF THE MEMBERS OF CARRICK NEILL & CO. LIMITED

Company Number: 152257

WE, the undersigned, being all the members of CARRICK NEILL & CO. LIMITED ("the Company") entitled to receive notice of and to attend and vote at General Meetings of the Company, in accordance with Section 381A of the Companies Act, 1985, hereby approve and adopt the following Resolutions as Special Resolutions as if it had been passed at a General Meeting of the Company duly convened and held:-

1. That the arrangement between the Company and DAVID ROBERT NEILL, a director of the Company, in terms of which DAVID ROBERT NEILL is to sell 28 Ordinary Shares of £1 in the capital of the Company to the Company for an aggregate price of £8008 should be and is hereby approved for the purposes of Section 320 of the Companies Act, 1985.
2. That the Company, in accordance with its powers as detailed in Regulation 35 of Table A of the Companies Act, 1985 should be and is hereby authorised to purchase 28 Ordinary Shares of £1 of its own issued share capital from DAVID ROBERT NEILL for an aggregate price of £8008.

..... *D. Carrick* DAVID G. CARRICK

..... *DR Neill* DAVID R. NEILL

22nd SEPTEMBER, 1997

[Handwritten mark]

