

**PARK LANE CALEDONIAN GROUP LIMITED**  
**(Company No. 174456 )**  
**("the Company")**

**Written Resolution pursuant to Section 381A of the Companies Act 1985.**

At *Bellsbill* on the *Twenty-third* day of January 1998 the following resolutions were passed by way of Written Resolution as Special Resolutions of the Company:-

"That the terms of the Minute of Agreement to be entered into between the Company, and Pannell Kerr Trustee Company Limited account number (T93013), in pursuance of which the Company may purchase a total of 443 of its own Ordinary Shares of £1 each held by Pannell Kerr Forster Trustee Company Limited for a total consideration of £250,000, a copy of the Minute of Agreement having been supplied to all the members of the Company for the purpose of identification ("the Agreement"), be and are hereby ratified and approved and that any two Directors of the Company or any one Director and the Company Secretary be and are hereby authorised to enter into the Agreement on behalf of the Company."

And for the avoidance of doubt, we, the undersigned, being members of the Company entitled to attend and vote at General Meetings of the Members of the Company hereby:-

- (i) confirm that we received a copy of the Agreement at or before the time at which the foregoing Resolution was supplied to us for signature; and
- (ii) waive any rights of pre-emption which may be available to us under the Articles of Association of the Company or otherwise in respect of the purchase by the Company of its own shares in pursuance of the Agreement."

Certified a true copy



.....  
Director

