

Company Number: 305189

THE COMPANIES ACT 1985 AND 1989

ORDINARY AND SPECIAL RESOLUTIONS

OF

EDMUND NUTTALL LIMITED
(the 'Company')

(Passed on 15 December 1999)

At an extraordinary general meeting of the above-named Company duly convened and held at Camberley on 15 December 1999 the following resolutions that numbered 1 as an ordinary resolution and that numbered 2 as a special resolution of the Company were duly passed:-

ORDINARY RESOLUTION

1. That the authorised share capital of the Company be increased to 22,150,000 shares of £1 each by the creation of an additional 21,150,000 shares of £1 each. The resulting authorised share capital is split between 150,000 3.85% redeemable cumulative preference shares of £1 each and 22,000,000 ordinary shares of £1 each.

SPECIAL RESOLUTION

2. That the Director be generally and unconditionally authorised to the purpose of Section 80 of the Companies Act 1985 to allot or to grant any rights subscribed for or to convert any security into shares in the Company up to a maximum nominal amount of £22,150,000 at any time or times during the period from the date of the passing of this resolution up to and including the day immediately preceding the fifth anniversary of the date of the passing of this resolution on which date the authority given by this resolution shall expire save that the authority given by this resolution shall permit the Company to make an offer or agreement before the expiry of the authority which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of the authority and that for the duration of the authority of Section 89 of the Companies Act 1985 shall be excluded and shall not apply to the Company.



Chairman of the Meeting