

THE COMPANIES ACT 1985

SPECIAL RESOLUTION

and

EXTRAORDINARY RESOLUTIONS OF CLASS MEETINGS

of

W & J LEIGH & CO

At an extraordinary general meeting of the Company duly convened and held on 24th DECEMBER 1992 at which all the holders (or their duly authorised representatives) of all of the classes of shares in the Company were present and subsequently at separate meetings of the holders of each class of shares in the Company the following resolution was duly passed, in each case unanimously, as a special resolution and separately as an extraordinary resolution of each class meeting of the holders of each class of shares of the Company.

SPECIAL RESOLUTION

and

EXTRAORDINARY RESOLUTIONS OF CLASS MEETINGS

THAT the proposed purchase by the Company from Hilton Leigh Properties Limited (as trustee of Herbert Leigh Trust Accumulation and Maintenance Settlement) of the 39,300 non voting ordinary shares of 5p each, the 39,300 4.2% net non voting second preference shares of £1 each and the 39,300 10% net non voting third preference shares of 5p each held by it on the terms of the draft agreement attached to this resolution at an aggregate price of £1,105,509 be approved and the Company be authorised to enter into the same and that the other holders of shares of each of those classes consent to such purchase and waive any rights which they may have under the Company's articles of association or otherwise to acquire those shares or to participate in the reduction of the Company's share capital involving repayment of capital or otherwise in relation to this purchase by the Company.

Dated 24th DECEMBER 1992

P. Leigh - Bramwell
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Chairman

00080/9

