

ANTHONY BEST DYNAMICS LIMITED

**Written Resolutions to increase the Authorised Share
Capital of the Company and to issue Shares by way of
Capitalisation of Reserves**

We, being all the members of the above-named company (the "Company"), hereby resolve that the following resolutions shall have effect as written resolutions of the Company in accordance with section 381A of the Companies Act 1985:

Resolutions

1. THAT the authorised share capital of the Company be and it is hereby increased to £170,000 divided into 140,000 Ordinary Shares of £1 each and 30,000 "A" Ordinary Shares of £1 each by the creation of an additional 50,000 Ordinary Shares of £1 each and 15,000 "A" Ordinary Shares of £1 each such new shares ranking pari passu for all purposes with the existing Ordinary and "A" Ordinary Shares respectively in the authorised share capital of the Company.

2. THAT:

- a) 64,000 Ordinary Shares; and
- b) 15,000 "A" Ordinary Shares

be and they are hereby issued and allotted (credited as fully paid at par) by way of a bonus issue of:

- i) one Ordinary Share to each member for each Ordinary Share; and
- ii) one "A" Ordinary Share to each member for each "A" Ordinary Share

held respectively (in each case) by such members in the share capital of the Company on the date of this resolution by means of the Company capitalising the aggregate sum of £79,000 presently standing to the credit of its profit and loss account in its Balance Sheet and that the Board of the Company be and it is hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to issue and allot such shares as aforesaid.

3. THAT Article 3(A) of the Articles of Association of the Company be and it is hereby amended by the substitution of:

.....continued overleaf

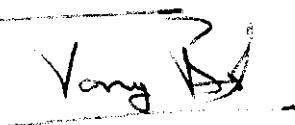


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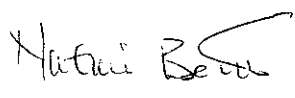
by the substitution of:

- a) the figure of "13.25 pence" for the figure of "53 pence" presently shown therein; and
- b) the figure of "12.5 pence" for the figure of "50 pence" presently shown therein.

A Best:



N Best:



AH Middleton:



AG Middleton:



AW Rumble:



SJ Needs:



For and on behalf of 3i plc:


Dated: 9 August

PAUL OLDHAM

2001