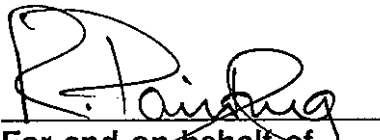


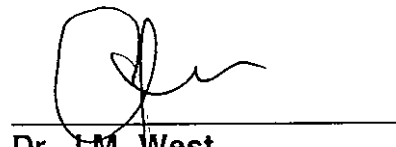
KELLER HOLDINGS LIMITED

WRITTEN MEMBERS' RESOLUTION

PURSUANT TO the Articles of Association of the Company and Regulation 53 of Table A (as defined therein), we, the undersigned, being all the members of the Company entitled to attend and vote at general meetings of the Company **HEREBY AGREE AND CONFIRM** that the following resolution shall for all purposes be as valid and effectual as if it had been passed as an ordinary resolution at a general meeting of the Company duly convened and held and accordingly **WE HEREBY RESOLVE:-**

THAT the payment by the Company of an interim dividend of £1,176,000 in respect of the financial year ending 31st December 1997 to be paid on 31st October 1997 as a foreign income dividend be approved


For and on behalf of
KELLER GROUP PLC


Dr. J.M. West

Dated: 26th August 1997.

Company No. 2499601

