

The Companies Acts 1985 to 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS
of
HAYMARKET GROUP LIMITED

The following Resolutions were passed as Written Resolutions of the above Company pursuant to section 381A Companies Act 1985 (as amended) and Article 5.10 of the Articles of Association of the Company on 27 March 1997:-

SPECIAL RESOLUTIONS

1. That the terms of the Agreement to be entered into between (1) the Company (2) John Lindsay Masters and (3) The Rt Hon. Michael Ray Dibdin Heseltine M.P. in the form supplied to the members of the Company when this Resolution was supplied to them for signature be approved and the Company be and is hereby authorised to enter into the said Agreement on the terms thereof, and to purchase the ordinary shares of 1p each in the Company specified therein upon the terms set out therein.
2. That the terms of the Agreement to be entered into between (1) the Company (2) Simon Papillon Tindall and (3) Island Trustees Limited in the form supplied to the members of the Company when this Special Resolution was supplied to them for signature be approved and the Company be and is hereby authorised to enter into the said Agreement on the terms thereof, and to purchase the ordinary shares of 1p each in the Company specified therein upon the terms set out therein.

Certified True Copy of the original Resolutions.


.....
D B FRASER - Secretary

Dated 11th April 1997

