

2858300

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF

JOHN HOLMAN & SONS LIMITED

PURSUANT TO TABLE A AS ADOPTED BY THE COMPANY'S ARTICLES OF  
ASSOCIATION

We, the undersigned being the sole member of the above named Company entitled to receive notice and to attend and to vote at General Meetings of the Company pass the following resolutions which shall have effect as Ordinary Resolutions which shall be as valid and effective for all purposes as if the same had been duly passed at a General Meeting of the Company duly convened and held:-

ORDINARY RESOLUTION

1. THAT the authorised share capital of the Company be increased from £2,700 to £1,000,000 by the creation of £99,730,000 new ordinary shares of 1p each to rank pari passu in all respects with the existing shares in the capital of the Company.
2. THAT the Directors of the Company be and are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise any power of the Company to allot relevant securities of the Company up to a maximum nominal amount of £997,300 during the period of five years from the date of this Resolution.
3. THAT upon the recommendation of the Board of Directors it is desirable to capitalise the sum of £497,300 (being part of the amount standing to the credit of the Company's revenue reserves) and that such sum be capitalised and accordingly the directors be authorised and directed to appropriate the said sum to the holders of the ordinary shares in the capital of the Company registered at the close of business on 18 January 2006 and to apply such sum in paying up in full at par on behalf of the sole shareholder 49,739,000 ordinary shares of 1p each (ranking pari passu in all respects with the existing issued ordinary shares of the Company) and that such shares be allotted and distributed credited as fully paid to and among the said sole shareholder on the basis of 184.18519 of the said ordinary shares for every one ordinary share currently held and so that the directors shall have full power to do such acts and things required to give effect to the said capitalisation, allotment and distribution.

Dated: 19 January 2006

Signed:

For and on behalf of John Holman Holdings Limited - duly authorised

