

COMPANIES ACT 1985 AND 1989

WRITTEN RESOLUTIONS

of

YPCS 49 PLC

(Company Number: 3280170)

Pursuant to Article 1(a) of the
Company's Articles of Association (Article 53 Table A)

We, the undersigned, being the members for the time being of the above-named Company, for the time being entitled to attend and vote at General Meetings, **HEREBY PASS** the following resolutions, pursuant to Regulation 53 in Table A (which Regulation is embodied in the Articles of Association of the Company) and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

Ordinary Resolution

1. That the directors be generally and unconditionally authorised pursuant to Section 80(1) of the Companies Act 1985 (the "Act") to allot 2,043,300 ordinary shares of 3p each, 400,000 "A" ordinary shares of 10p each and 9,700,000 "A" preference shares of 0.1p each in the capital of the Company together with such further number of ordinary shares in respect of which options may be granted under the terms of the Share Option Scheme (as defined in an investment agreement dated 19 December 1996 and made between the Company (1), B Critchley and Others (2), 3i plc (3), 3i Group plc (4) and the Funds (as defined therein) (5)) ("Investment Agreement") and such further number of "A" ordinary shares as may be required to be allotted pursuant to the terms of the Warrant (as defined in the Investment Agreement) but so that:
 - (i) the authority given this resolution shall (unless previously revoked or renewed) expire on the fifth anniversary of the date on which this resolution is passed;
 - (ii) the Company may before such expiry make an offer, agreement or other arrangement which would or might require any such shares as are referred to above to be allotted after such expiry and the directors may allot any such shares pursuant to any such offer, agreement or arrangement as if the authority hereby conferred had not expired; and
 - (iii) this authority shall be in substitution for all previous authorities under Section 80 of the Act which are hereby revoked but without prejudice to any allotment made or entered into prior to the date of this resolution.



<u>Date</u>	<u>Signature</u>	<u>Name of Shareholder</u>
19/12/96	B.R. Critchley	Brian Critchley
19/12/96	Michael Blackburn	Michael Blackburn
19/12/96	David Green	David Green
19/12/96	Dermot Quinn	Dermot Quinn