

Company No. 50675

THE COMPANIES ACT 1985

R GAUNT & SONS (HOLDINGS) LIMITED

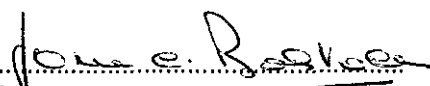
At the extraordinary general meeting of the company held at 4.00 pm on Thursday 26 August 2004, duly convened by a notice of extraordinary general meeting dated 2 August 2004, the following resolutions were duly passed:

1. **Special Resolution**

THAT, pursuant to the Companies Act 1985 ("Act") and Regulation 7 of the Articles of Association of the Company the purchase by the Company from each of the Shareholders listed in the Schedule hereto of the number of ordinary shares of £1 each ("Ordinary Shares") set against his/her name in the Schedule attached to this notice at a price of £14.65 per Ordinary Share on the terms set out in the agreements produced at the meeting marked "A" proposed to be entered into by the Company and each of such Shareholders be approved, and accordingly the Company be authorised to enter into and complete such agreements.

2. **Ordinary Resolution**

THAT, subject to the passing of Resolution 1 above and completion of the purchase by the Company of all of the Ordinary Shares approved in that Resolution, a dividend of £1 per Ordinary Share be paid to the holders of Ordinary Shares on the register of members of the Company following amendment of the register of members to reflect completion of the purchase of such Ordinary Shares.


Chairman

Dated 15 September 2004

