

Registered No: 61880

THE COMPANIES ACTS

COMPANY LIMITED BY SHARES

RESOLUTION

of

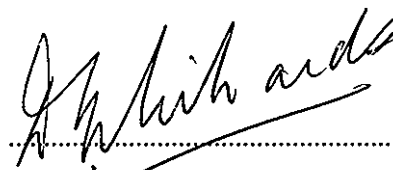
WALKER GREENBANK PLC

(passed on 10 August 1998)

At a class meeting of the holders of the preference shares of 25 pence each in the capital of the Company ("Preference Shares") held on 10 August 1998 the following resolution was duly passed.

EXTRAORDINARY RESOLUTION

That the preference shareholders of the Company consent to the passing of the resolution numbered 2 set out in the Notice of Extraordinary General Meeting of the Company dated 17 July 1998 (a print of which has been produced to this meeting and has, for the purpose of identification, been initialled by the Chairman) and to every modification, abrogation or affecting of, or dealing with, the rights and privileges attached to the Preference Shares as is or may be involved therein or effected thereby.


.....
Chairman

(892280.01)

