

The Companies Act 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

of

WALKER GREENBANK PLC

At the Annual General Meeting of the above named company duly convened and held on 24th May 1995 the following resolutions were duly passed as Ordinary Resolutions:

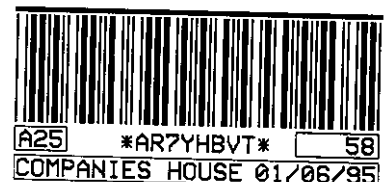
ORDINARY RESOLUTION

THAT the directors be approved and authorised:-

- a) to adopt the rules of The Walker Greenbank PLC 1995 Executive Share Option Scheme ("the Scheme") as produced in draft at this meeting, signed for the purpose of identification by the Chairman thereof and summarised in the appendix to the notice of the annual general meeting;
- b) to adopt such modifications to the rules of the Scheme as the directors may consider necessary in order to obtain the approval of the Inland Revenue or to take into account the Listing Rules of the London Stock Exchange; and
- c) to do all acts and things necessary or expedient to give effect to the rules of the Scheme and to make such modifications.

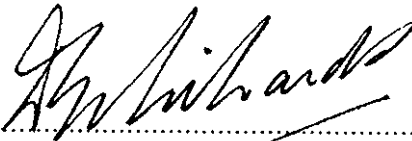
ORDINARY RESOLUTION

THAT the authorised share capital of the company be increased from £22,500,000 to £27,000,000 by the creation of 30,000,000 ordinary shares of 15p each to rank pari passu in all respect with the existing ordinary shares of 15p each.



ORDINARY RESOLUTION

THAT the directors be and are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise all the powers of the company to allot relevant securities (within the meaning of the said section) up to an aggregate nominal amount of £5,797,241 provided that this authority shall expire on the date being five years after the passing of this resolution unless renewed, varied or revoked by the company in general meeting save that the company may before such expiry or the expiry of any renewal of this authority make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if this authority had not expired and provided further that this authority shall be in substitution for and supersede and revoke any other earlier such authorities.

A handwritten signature in dark ink, appearing to read 'J. H. Richards', is written over a horizontal dotted line.

Chairman of the Meeting