

No. 178001

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

Pass Group Limited

(Effective 13th April 1995)

The following resolutions were duly agreed to by the members of the Company in accordance with section 381A of the Companies Act 1985 as Special Resolutions with effect from 13 April 1995

RESOLUTIONS

1. That the terms of an agreement between the Company and A. Pass for the purchase by the Company of 10,000 Ordinary Shares of 25p each in the capital of the Company as set out in the draft contract attached to this resolution be and they are hereby approved for the purposes of section 164 of the Companies Act 1985 and the Company be and it is hereby authorised to enter into such a contract.
2. That any pro tanto variation to the Company's Articles of Association arising from the implementation of the agreement referred to in paragraph 1 above be and is hereby approved.


CHAIRMAN

