

Company No. 221528

THE COMPANIES ACTS  
COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTIONS

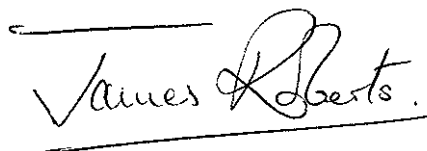
of

THOMAS ROBERTS (WESTMINSTER) LIMITED

At an Extraordinary General Meeting of the Company duly convened and held on 17th May 1999, the following Resolutions were duly passed as Special Resolutions.

RESOLUTIONS

1. **THAT** the terms of the draft agreement between the Company and the J.S. Roberts Will Trust for the purchase from that preference shareholder by the Company of 200,000 shares of £1 each in the capital of the Company, as set out in the draft agreement produced to this meeting, be and is hereby approved and that the Company be and is hereby authorised to enter into that agreement on such terms.
2. **THAT** the terms of the draft agreement between the Company and Mr. James Roberts for the purchase from that preference shareholder by the Company of 150,000 shares of £1 each in the capital of the Company, as set out in the draft agreement produced to this meeting, be and is hereby approved and that the Company be and is hereby authorised to enter into that agreement on such terms.
3. **THAT** the terms of the draft agreement between the Company and Thomas Roberts Pension Fund Trustees Limited for the purchase from that preference shareholder by the Company of 850,000 shares of £1 each in the capital of the Company, as set out in the draft agreement produced to this meeting, be and is hereby approved and that the Company be and is hereby authorised to enter into that agreement on such terms.



J. Roberts  
Chairman  
17th May 1999

