

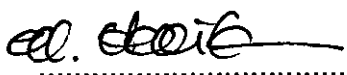
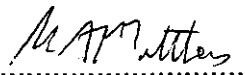


MINUTES OF A MEETING OF THE SHAREHOLDERS OF HOLLAND & HOLLAND HOLDINGS PUBLIC LIMITED COMPANY HELD AT 32 BRUTON STREET, LONDON W1X 8JS ON 3RD NOVEMBER 1999

PRESENT: MR.M.HAMILTON) Representing Sidelock Limited
Mr.K.A.MATTHEWS)

IT WAS RESOLVED THAT

- (1) The Company be re-registered as a private limited company.
- (2) The appropriate amendments be made to the Company's Memorandum and Articles of Association.
- (3) An application for re-registration be made to the Registrar of Companies on Form 53 so as to give effect to the above.

M.HAMILTON K.A.MATTHEWS
DIRECTORS, SIDELOCK LIMITED

