

Company Number: 1554709

COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

BANNERBRIDGE PLC

SPECIAL RESOLUTION



At an EXTRAORDINARY GENERAL MEETING of the Members of the above named Company duly convened and held at 22 Hornsby Square on the 4th day of February 2004 the following resolution was duly passed as a special resolution:-

Special Resolution

1. **THAT** the Articles of Association of the Company be amended by inserting a new Article 3A in between the existing Article 3 and Article 4 as follows:-

“3A(1) The authorised share capital of the Company at the date of the adoption of this Article is £200,000 divided into 199,000 Ordinary Shares of £1 each (“Ordinary Shares”) and 1,000 “A” Shares of £1 each (“A” Shares”). The rights attached to the “A” Shares shall be as set out in this Article 3A.

3A(2) The rights attached to the “A” Shares shall be as follows:-

(a) As regards voting

The holders of the “A” Shares shall not be entitled to receive notice of, or convene, attend, speak or vote at (whether in person or by representative or by proxy) any General Meetings of the Company (for the avoidance of doubt other than at or in respect of a separate class general meeting of the holders of the “A” Shares convened to consider a variation of the rights attached to those shares)

(b) As regards capital and other rights

On a return of assets in a winding-up (other than a solvent winding up for the purposes of a scheme of arrangement or amalgamation as a result of which “A” Shares in the capital of the Company created as a result of that procedure, which have the same rights, mutates mutandis, as the “A” Shares in the share capital of the Company, are allotted to the present holders thereof in lieu of their current holding of “A” Shares), reduction of share capital or otherwise on a return of capital, the “A” Shares shall rank equally in all respects with the Ordinary Shares

(c) As regards income

The holder of each "A" Share shall be entitled to receive dividends, as voted by the Directors each year, made or paid by the Company out of the profits available for distribution as the holder of each Ordinary Share

(d) As regards transfer

The holder of any "A" Shares (not being also a holder of Ordinary Shares) may only transfer them pursuant to paragraph (i) below, and may not make any other transfer of the legal or beneficial ownership of any "A" Shares. The Directors shall register the transfer of any "A" Shares pursuant to paragraph (i) below, but subject thereto shall not register a transfer of "A" Shares and shall not register a transmission of "A" Shares.

(i) If the holder of any "A" Shares dies or if the holder of any "A" Shares who is an Employee (not being also a holder of Ordinary Shares) ("the "A" Shareholder") ceases to be an Employee then the "A" Shareholder shall forthwith be deemed to have offered up all his "A" Shares for sale to the Company (subject to compliance with the provisions of the Act relating thereto) or (failing compliance with the provisions of the Act) to the holders of the Ordinary Shares pro rata to their holdings of Ordinary Shares (in either case) for the price paid for the "A" Shares."



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Chairman

BANNERBRIDGE PLC
(Registered in England No. 1554709)

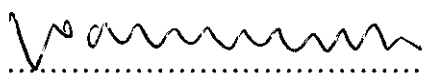
Dated: 4th February 2004

**WRITTEN CONSENT OF ALL THE SHAREHOLDERS OF THE COMPANY TO THE
VARIATION OF RIGHTS**

We, the undersigned, being together the holders of all the issued shares in the capital of the above-named company CONSENT to the passing by the company of the special resolution set out in paragraph 3 of the Notice of Extraordinary General Meeting, a copy of which is attached to this consent, and to every modification, variation or abrogation of the rights, privileges and restrictions attached to the shares to be effected or entailed by that resolution.


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DAVID HOLYFIELD


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MICHAEL PATRICK SUMMERS


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PHILIP ANDREW WHEELER