

The Companies Act 1985

Boddingtons Limited

Company registration number 1589762

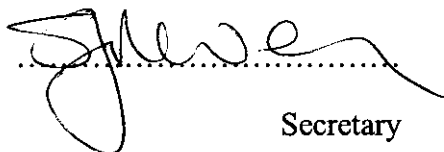
The following resolutions were passed as special resolutions of the Company at an Extraordinary General Meeting of the Company on the 25th day of July 2000.

Special Resolutions

1. THAT with effect from the date of this resolution Regulation 10 in Part 1 of Table A in the First Schedule of the Companies Act 1948 incorporated in the Articles of Association of the Company be and is hereby deleted
2. THAT the Company's Memorandum of Association be and is hereby amended by the insertion of a new paragraph Clause 24 as follows : 'To the extent that the same is permitted by law, to give financial assistance for the purpose of acquisition of shares in the Company or the Company's holding company for the time being (as defined by section 736 of the Companies Act 1985) and to give such assistance by any means howsoever permitted by law'
3. THAT in connection with the acquisition of part of the issued share capital of the Company by Butler Warner Limited the Company be and is hereby authorised to give financial assistance to Butler Warner Limited by (a) entering into a guarantee and a debenture in favour of National Westminster Bank plc as security for a loan of £103,000.00 on the terms and conditions set out in the deed of guarantee and debenture now produced to the meeting and initialled for the purpose of identification by the Chairman and (b) entering into a licence agreement with Robin Michael Boddington in connection with Patent number 9720949.8 now produced to the meeting and initialled for the purpose of identification by the Chairman.

Dated this 25th day of July 2000

By Order of the Board


Secretary

