

Company Number: 02018211

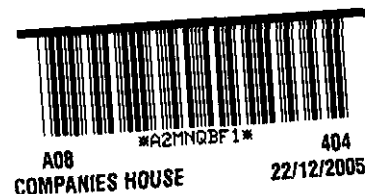
THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF ALL OF THE MEMBERS OF

SAXTON BAMPFYLDE HEVER LIMITED (the "Company")

Passed *13 December* 2005



With the consent of all the members of the Company in accordance with article of the Company's articles of association on the *13* day of *December* 2005 the following resolutions were passed as special resolutions

1. THAT, subject to compliance with sections 155 to 158 of the Companies Act 1985 (the "Act"), the giving by the Company of financial assistance within the meaning of sections 151-152 of the Act for the purpose of reducing or discharging liabilities incurred by Hat Pin Plc ("**Hat Pin**") and the Vendors (as defined in the sale and purchase agreement made between the persons named therein and Hat Pin and dated 25 November 2005) in connection with the acquisition by Hat Pin of 70% of the issued share capital of the Company in the form described in the statutory declaration sworn by the directors of the Company pursuant to section 155(6) of the Act on the date of this resolution be approved.
2. THAT the execution, delivery and performance by the board of directors of the Company of:
  - (a) a debenture (the "**Debenture**") given by the Company in favour of Singer & Friedlander Limited (the "**Bank**") by which the Company shall grant first legal mortgages over certain properties owned by it and first fixed and floating charges over the remainder of its assets and undertaking in favour of the Bank;
  - (b) a guarantee (the "**Guarantee**") given by the Company in favour of the Bank, by which the Company shall guarantee certain of the liabilities and obligations of Hat Pin to the Bank;
  - (c) an intra-group loan agreement (the "**Intra-Group Loan Agreement**") to be made between Hat Pin and the Company by the Company may make available certain loans to Hat Pin; and
  - (d) such other documentation and to take such action as may be required in order to carry out the matters referred to above,

be approved, notwithstanding any personal interest of any member of the Company, and even though the execution, delivery and performance of each of those documents constitutes financial assistance in connection with the acquisition of the issued share capital of the Company.

3. THAT the:
  - (a) payment of a £10,000 (plus VAT) invoice of the fees of Osborne Clarke, the Company's solicitor's;