

No: 2415166

**THE COMPANIES ACTS 1985 AND 1989**

**PRIVATE COMPANY LIMITED BY SHARES**

**ORDINARY RESOLUTIONS**

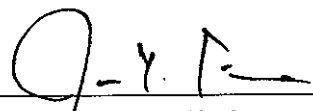
**OF**

**RUSSELL SYSTEMS LIMITED**

Pursuant to Section 381A of the Companies Act 1985 we, being the sole member of the Company for the time being entitled to receive notice of and to attend and vote at General Meetings of the Company, hereby resolve as follows:-

**ORDINARY RESOLUTIONS**

1. THAT the authorised share capital of the Company be increased to £30,000,000 by the creation of 20,000,000 shares of £1 each.
2. THAT the directors be generally and unconditionally authorised, pursuant to section 80 of the Companies Act 1985 (the "Act"), to exercise all powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £23,609,000 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on 24 December 2003 and to make an offer or agreement which would or might require relevant securities to be allotted after expiry and the directors may allot relevant securities pursuant to such offer or agreement.



For and on behalf of  
Frank Russell Company

Dated: 24.12.98

