

Company No. 2500300

WRITTEN RESOLUTIONS

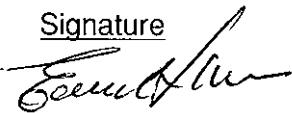
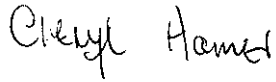
of

EDWARD HAMER INTERNATIONAL LIMITED

We the undersigned being all the members of the above Company for the time being entitled to attend and vote at general meetings hereby unanimously pass the following special resolutions pursuant to Section 381 of the Companies Act 1985 and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held:

**THAT:**

- 1 The authorised share capital of the Company be increased from £1,000 to £1,493 divided into 1493 ordinary shares of £1 each by the creation of an additional 493 ordinary shares of £1 each ranking pari passu with the existing ordinary shares of £1 each.
- 2 For the purpose of Section 80 of the Companies Act 1985 the directors be and are hereby generally and unconditionally unauthorised to allot relevant securities (as defined by that Section) up to a maximum value of £1,493 provided that:
  - 2.1 this authority shall expire 5 years after the passing of this resolution;
  - 2.2 the authority granted by this resolution 2 is in substitution for any authority to allot relevant securities previously granted to the directors which to the extent that it remains in force and unexercised is hereby revoked provided that such revocation shall not have retrospective effect
- 3 Sections 89 and 90 of the Companies Act 1985 shall not apply to the allotment of equity securities pursuant to resolution 2 above
- 4 The acquisition by the Company from Edward Hamer Limited of the property occupied by the Company at Dolwen Llanidloes Powys SY18 6LX be approved for the purpose of Section 320(1) of the Companies Act 1985
- 5 That under Article 2(b) of the Company's Articles of Association the shareholders hereby consent to the allotment of 493 ordinary £1 shares in the Company to H M Bennett (1971) Limited.

<u>Date</u>	<u>Signature</u>	<u>Name of Shareholder</u>	<u>No. of Shares</u>
9 April 1998		Edward Hamer	999
9 April 1998		Cheryl Hamer	1

