#### THE COMPANIES ACTS 1985 - 1989

#### WRITTEN RESOLUTION

**OF** 

#### TICKFORD LIMITED ("the Company")

We, being all the members entitled to attend and vote at general meetings of the Company, hereby resolve and agree that the following resolution shall take effect as a Special Resolution pursuant to and in accordance with Section 381A of the Companies Act 1985:

#### SPECIAL RESOLUTION

THAT the form of the agreement attached to this resolution proposed to be entered into between the Company and Hamid Servati relating to the purchase by the Company of 25,000 Ordinary Shares of £1 each and 290,000 Cumulative Redeemable Preference Shares of £1 each in the capital of the Company held by Hamid Servati be and it is hereby approved and that the Company be and it is hereby authorised to enter into the same.

Dated Ith July 1997

Hamid Servati

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COMPANIES HOUSE 06/11/97

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Dated 7th Truly 1997

D Flint





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