

THE COMPANIES ACTS 1985 to 1989

We, the undersigned, being the members for the time being entitled to receive notice of and to attend and vote at general meetings of the company pass the following resolution as special and ordinary resolutions pursuant to the Articles of Association of the company, Section 381A(6) of the above Acts and all other powers in that behalf:

SPECIAL RESOLUTION

1. That pursuant to Section 9 of the Companies Act 1985:
 - 1.1 Clause 10(b) of the Articles of Association of the company be amended so as to provide that the minimum number of directors of the company at any time shall be one and that any sole director of the Company shall have authority to exercise all the powers and discretions conferred under Table A and by the Articles of Association expressed to be vested in the Directors of the company generally.
 - 1.2 Clause 14 of the Articles of Association of the company be amended so as to provide that the quorum for the transaction of the business of the Directors shall be two but provided that a quorum of one shall be permissible in the event that the number of directors of the company from time to time is one.

ORDINARY RESOLUTION

2. That the requirements set out in Clause 10(d) relating to the appointment of a director to the Board of Directors of the company and any other provisions contained within the Articles of Association of the company relating to the appointment of the company secretary be hereby waived and that the proposed appointments of Martin James Steady as a director of the company and Janet Kathryn Steady as the company secretary (consequent upon the resignation of Alan Orbell, Melanie Anne Walker, Stephen John Roe and Raymond Edward Watson as directors of the company and Raymond Edward Watson as the company secretary (with effect from the signing hereof) be approved by the Board of Directors of the Company.

