

No.2779675

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION IN WRITING

of

HAMMOND GROUP HOLDINGS LIMITED

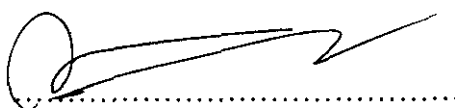
We the undersigned being all of the members of the company having the right to vote at general meetings signify our assent to the passing of the resolution set out below under the provisions of Regulation 53 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended) to the effect that such resolution shall be deemed to be as effective as if it had been passed at a general meeting of the company duly convened and held:-

THAT the Articles of Association of the Company be amended by adding the following new Article 3.1.9:-

"3.1.9 The Directors shall promptly pay interim dividends to each shareholder named in column (1) below of the amount or amounts set against his name in column (2) below: -

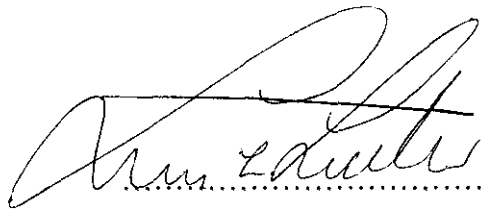
(1)	(2)
<u>Shareholder</u>	<u>Amount of Dividend</u>
	£
3i Group plc	321,000
Albemarle General Partner Limited	24,800
3i Group plc	12,200

17th January 2003




P Smith





.....

J Cutler



.....

For and on behalf of 3i Group Plc

.....

For and on behalf of Albemarle General Partner Limited

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We the undersigned being all of the members of the company having the right to vote at general meetings signify our assent to the passing of the resolution set out below under the provisions of Regulation 53 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended) to the effect that such resolution shall be deemed to be as effective as if it had been passed at a general meeting of the company duly convened and held:-

THAT the Articles of Association of the Company be amended by adding the following new Article 3.1.9:-

"3.1.9 The Directors shall promptly pay interim dividends to each shareholder named in column (1) below of the amount or amounts set against his name in column (2) below: -

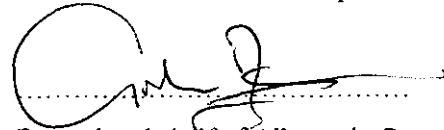
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GS
17 January 2003

.....
P Smith

.....
J Cutler

.....
For and on behalf of 3i Group Plc

A handwritten signature in black ink, consisting of a large, stylized 'C' followed by a series of loops and a long horizontal stroke extending to the right.

.....
For and on behalf of Albemarle General Partner Limited

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THAT the Articles of Association of the Company be amended by adding the following new Article 3.1.9:-

"3.1.9 The Directors shall promptly pay interim dividends to each shareholder named in column (1) below of the amount or amounts set against his name in column (2) below: -

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<u>Shareholder</u>	<u>Amount of Dividend</u>	
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THAT the Articles of Association of the Company be amended by adding the following new Article 3.1.9:-

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THAT the Articles of Association of the Company be amended by adding the following new Article 3.1.9:-

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P Smith