

No. ~~277675~~

2779675

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION IN WRITING

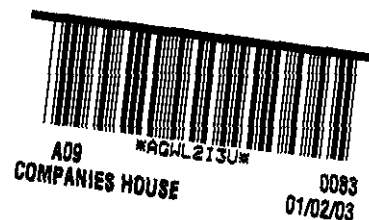
OF

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 giving of financial assistance (as defined in Section 152(1) of the Companies Act 1985) by the Company for the purpose of the acquisition by Aarco 222 Limited ("Aarco") of the issued share capital of the Company as a result of the Company guaranteeing the payment of all moneys payable by Aarco and certain subsidiaries to Barclays Bank plc and the creation of security as mentioned therein be approved.

17 January 2003



THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

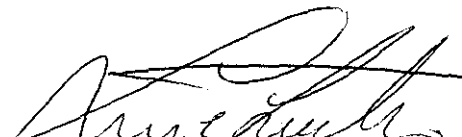
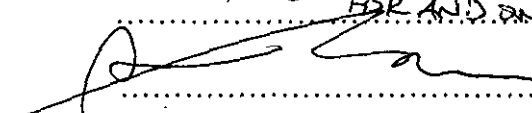
SPECIAL RESOLUTION IN WRITING

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 giving of financial assistance (as defined in Section 152(1) of the Companies Act 1985) by the Company for the purpose of the acquisition by Aarco 222 Limited ("Aarco") of the issued share capital of the Company as a result of the Company guaranteeing the payment of all moneys payable by Aarco and certain subsidiaries to Barclays Bank plc and the creation of security as mentioned therein be approved.

 17th January 2003
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D. R. D.
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FOR AND ON BEHALF OF HC GROUP PLC.

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