

3116584

**COMPANIES ACT 1985 AND 1989**

**WRITTEN RESOLUTIONS  
OF THE CROYDEX COMPANY LIMITED**

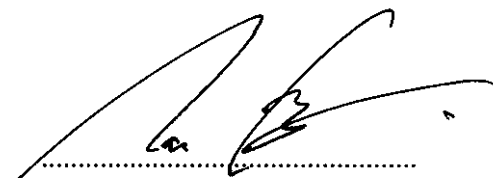
**Company Number 3116584**

**Pursuant to Section 381A of the Companies Act 1985**

We, the undersigned, being all of the members of the Company for the time being entitled to attend and vote at general meetings, hereby pass the following resolutions 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.

**ORDINARY RESOLUTIONS**

1. That the authorised share capital of the Company be increased from £2,797,744 to £6,000,00 by the creation of 3,202,256 Ordinary Shares of £1 each, such shares to rank pari passu with the existing Ordinary Shares in the share capital of the Company.
2. That the directors are unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to allot and dispose of or grant options over the Company's shares to such persons, on such terms and in such manner as they think fit, up to an aggregate nominal amount of £3,202,256 provided that:
  - 2.1 this authority shall (unless previously resolved or renewed) expire on the fifth anniversary of the date of this resolution; and
  - 2.2 the Company may before the expiry of such period make an offer, agreement or other arrangement which would or might require relevant securities (within the meaning of section 80(2) of the Companies Act) to be allotted pursuant to such offer, agreement or other arrangement after such expiry and the Directors may allot relevant securities pursuant to such offer, agreement or other arrangement as if the authority hereby conferred had not expired.



Signed by  
For and on behalf of  
Lionheart plc

1st November 1999

