

# 24 - 05 - 97

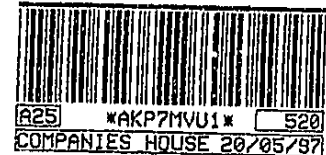
Company Number: 3343304

**THE COMPANIES ACT 1985**  
**AND THE COMPANIES ACT 1989**  
**A COMPANY LIMITED BY SHARES**

**SPECIAL RESOLUTIONS**

of

**MAPP DEVELOPMENTS LIMITED**  
(the "Company")



(Passed on the 12<sup>th</sup> day of May, 1997)

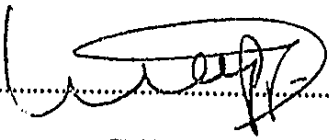
At an Extraordinary General Meeting of the Company, duly convened and held at Dunston Hole Farm, Dunston Road, Newbold, Chesterfield on the 12<sup>th</sup> day of May, 1997 the following Resolutions were duly passed as Special Resolutions of the Company :-

**SPECIAL RESOLUTIONS**

1. THAT the authorised share capital of the Company be and it is hereby increased from £200,000 divided into 200,000 Ordinary Shares of £1 each to £1,000,000 by the creation of 800,000 new Ordinary Shares of £1 each ranking pari passu in all respects with the existing Ordinary Shares in the capital of the Company.
2. THAT the directors be and they are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985), or to grant any right to subscribe for or to convert any security into, relevant securities in the Company up to a maximum nominal amount of £1,000,000 at any time or times during that period from the date of the passing of this Special Resolution 2 up to and including 31<sup>st</sup> May 1997 on which date the authority given by this Special Resolution 2 shall expire save that the Company may before such expiry of the authority make any offer or agreement which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of the authority.
3. THAT, subject to the passing of Special Resolution 2 above, the directors be and are hereby empowered to allot equity securities within the meaning of Section 94 of the Companies Act 1985 for cash pursuant to the authority conferred by Special

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Resolution 2 above as if Section 89 (1) of the Companies Act 1985 did not apply to any such allotment provided that this authority shall expire on 31<sup>st</sup> May, 1997 save that the Company may before such expiry date make any offer or agreement which would or might require equity securities to be allotted after such expiry date and accordingly the directors may allot equity securities pursuant to any such offer or agreement as if such authority had not expired.

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CHAIRMAN