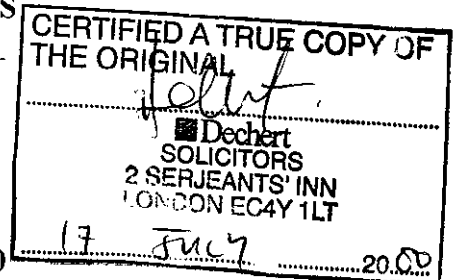


THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS
OF
MPC INVESTORS LIMITED

Passed 13 June 2000



We, the undersigned, being all the members of the Company for the time being entitled to receive notice of and to attend and vote at general meetings and pursuant to the articles of association hereby resolve that the following resolutions be passed and agree that the same shall have effect as if passed in respect of resolutions 1 and 2 as ordinary resolutions and in respect of resolution 3 as a special resolution at a general meeting duly convened and held:-

Ordinary resolution – alteration of authorised share capital

1. THAT the authorised share capital of the Company be increased from £1,000 to £100,000 by the creation of an additional 99,000 ordinary shares of £1 each ranking pari passu in all respects with the existing ordinary shares in the Company.

Ordinary resolution – authority to allot shares

2. THAT the directors be generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 (**"the Act"**) to allot any relevant securities (as defined in section 80(2) of the Act) of the Company up to a maximum aggregate nominal amount of £99,000 during the period of five years from the date on which this resolution is passed at the end of which period such authority will expire and that all prior authorities to allot relevant securities be revoked but without prejudice to the allotment of any relevant securities already made or to be made pursuant to such authorities.

Special resolution – disapplication of pre-emption rights on allotment of equity securities

3. THAT the directors be granted power pursuant to section 95 of the Companies Act 1985 (**"the Act"**) to allot equity securities (within the meaning of section 94 of the Act) wholly for cash as if section 89(1) of the Act did not apply to any such allotment.

Mark Hadsley-Chaplin

Christopher Maude

Patrick German

Dated: 13 June 2000

Dated: 13 June 2000

Dated: 13 June 2000



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