

NEWLINE CHESHIRE LIMITED

THE COMPANIES ACT 1985

Company Limited by Shares

Special Resolution

(under section 378 (2) of the Companies Act 1985)

COMPANY NO. 3783491

The following Special Resolution was duly passed by written resolution on 16 November 1999.

Any director or employee shareholder, either upon resignation or termination of employment, will be required to offer his/her shares to the remaining shareholders at a valuation to be determined by the Company's auditors.

Any corporate shareholder represented on the Board of Directors of Newline Cheshire Limited, will be required to offer its shares in Newline Cheshire Limited to the remaining shareholders at a value to be determined by the Company's auditor, in the event that the corporate shareholder ceases to be represented on the Board of Directors.

16 November 1999

Signed by  (MOTHER)

Miss A C Henderson

