

Company Number 4325755

THE COMPANIES ACT 1985



NOTICE OF PASSING OF WRITTEN RESOLUTIONS
of
HOLDGROVE LIMITED


Made pursuant to Section 381A of the Companies Act 1985 (as amended)

Notice is hereby given that, by a written resolution signed by all the members of the Company who at the date of the resolution were entitled to attend and vote at a general meeting of the Company, the following resolutions were passed on *4th March* 2002 as Ordinary Resolutions of the Company:

ORDINARY RESOLUTIONS

1. That the Company's authorised share capital be increased from £52,801 to £75,001 by the creation of £22,200 ordinary shares of £1 each ranking pari passu in all respects with the existing ordinary shares of £1 in the capital of the Company.
2. That the directors be authorised generally and without conditions under section 80 of the Companies Act 1985 to allot the shares and the rights to shares, which are defined in that section as "relevant securities". They are authorised to allot them for a period of 5 years from the date of this resolution. The directors may, before this authority expires, make an offer or enter into an agreement which could require them to allot relevant securities after that authority expires. They may allot relevant securities after that authority expires under the terms of such an offer or agreement.

The maximum aggregate amount of relevant securities that may be allotted under this authority is £75,001



Director

Presenters name and address

Brobeck Hale and Dorr
ParkGate
25 Milton Park
Oxford
OX14 4SH

Ref: SGN

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