THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of



CLIFFORD THAMES GROUP LIMITED

We, being all the members of the Company who at the date of this resolution are entitled to attend and vote on the following resolution at general meetings of the Company hereby unanimously **RESOLVE** that the following resolutions be passed as a Written Resolution having effect as a resolution of the Company in accordance with Section 381A Companies Act 1985 and agree that the said resolution shall for all purpose be as valid and effective as if the same has been passed at a general meeting of the Company duly convened and held:

- 1. THAT the contracts proposed to be made between the Company:
 - and Nigel Lawrence Grant under which the Company will, if certain conditions are fulfilled, become obliged and entitled to purchase 950 B1 ordinary shares of £1 each in the capital of the Company a copy of which is annexed to this Written Resolution and signed by Gordon Billage for identification purposes be hereby approved and its terms authorised and that a payment of up to £284,000 in respect of the purchase of the Company's own shares under that contract out of its distributable profits or the proceeds of a fresh issue of shares be hereby approved;
 - 1.2 and Gordon Frederick Billage and Nigel Lawrence Grant to purchase :
 - 1,052 "b" ordinary shares of £1 each in the Company each registered in the name of Gordon Frederick Billage;
 - 2,725 "b" ordinary shares of £1 each in the Company each registered in the name of Nigel Lawrence Grant; and
 - 176,978 C1 preference shares of £1 each in the Company each registered in the name of Nigel Lawrence Grant;
 - a copy of which is annexed to these Written Resolutions and signed by Roger Raffell for identification purposes be hereby approved and its terms authorised

and that a payment of £2 in respect of the purchase of Company's own shares under that contract out of its distributable profits or the proceeds of a fresh issue of shares be hereby approved;

and Nigel Lawrence Grant under which the Company will, if certain conditions are fulfilled, become obliged and entitled to purchase 407 A2 ordinary shares of £1 each in the capital of the Company a copy of which is annexed to this Written Resolution and signed by Roger Raffell for identification purposes be hereby approved and its terms authorised and that a payment of £103,625 in respect of the purchase of the Company's own shares under that contract otherwise than out of its distributable profits or the proceeds of a fresh issue of shares be hereby approved.

Chlos	28 June 01
Gordon Frederick Billage (Signing in respect of resolutions 1.1 and 1.3 and resolution 1.2 specifically in	Date
respect of the transfers of shares from Nigel Lawrence Grant to the Company)	28 June 01
Roger Raffeli	Date
(Signing in respect of resolutions 1.1,	
1.2, and 1.3)	
Edmund Hough	Date
(Signing in respect of resolutions 1.1,	
1.2, and 1.3)	
Hans Reinhardt	Date
(Signing in respect of resolutions 1.1, 1.2 and 1.3)	
and 1.3 /	

Clifford Thames Share Scheme Limited	Date
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Gordon Frederick Billage (Signing in respect of resolutions 1.1 and 1.3 and resolution 1.2 specifically in respect of the transfers of shares from Nigel Lawrence Grant to the Company)	Date
Deep Paffell	Date
Roger Raffell (Signing in respect of resolutions 1.1,	Date
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Edmund Hough	Date
(Signing in respect of resolutions 1.1,	
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Hans Reinhardt	Date
(Signing in respect of resolutions 1.1, 1.2 and 1.3)	
Clifford Thames Share Scheme Limited	Date
(Signing in respect of resolutions 1.1,	
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Richard Barber	Date
(Signing in respect of resolutions 1.1,	
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Nigel Grant	Date
(Signing only in respect of resolution 1.2	
and specifically the transfer of 1,052 "b"	
ordinary shares of £1 each from Gordon	
Frederick Billage to the Company)	

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Gordon Frederick Billage (Signing in respect of resolutions 1.1 and 1.3 and resolution 1.2 specifically in respect of the transfers of shares from Nigel Lawrence Grant to the Company)	Date
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Hans Reinhardt (Signing in respect of resolutions 1,1, 1,2)	Date
and 1.3)	

Clifford Thames Share Scheme Limited	Date
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Richard Barber	Date
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1.2, and 1.3)	

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Roger Raffell	Date
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Edmund Hough	Date
(Signing in respect of resolutions 1.1,	
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Nana Reinhardt	Date .
(Signing in respect of resolutions 1.1, 1.2 and 1.3)	
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Clifford Tharnes Share Scheme Limited	Date
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Richard Barber	Date .
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