

Company No 2766273

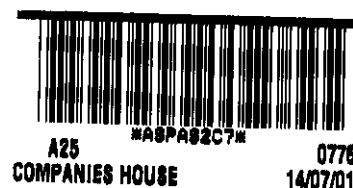
THE COMPANIES ACTS 1985 AND 1989

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:

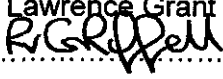
1. THAT the contracts proposed to be made between the Company:
 - 1.1 and Nigel Lawrence Grant under which the Company will, if certain conditions are fulfilled, become obliged and entitled to purchase 950 B1 ordinary shares of £1 each in the capital of the Company a copy of which is annexed to this 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;

- 1.3 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.


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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)

28 June 01
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Date


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Roger Raffell
(Signing in respect of resolutions 1.1,
1.2, and 1.3)

28 June 01
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Date

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Edmund Hough
(Signing in respect of resolutions 1.1,
1.2, and 1.3)

.....
Date

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Hans Reinhardt
(Signing in respect of resolutions 1.1, 1.2
and 1.3)

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Date

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Clifford Thames Share Scheme Limited
(Signing in respect of resolutions 1.1,
1.2, and 1.3)

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Date

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3i Group plc
(Signing in respect of resolutions 1.1,
1.2, and 1.3)

.....
Date

.....
Richard Barber
(Signing in respect of resolutions 1.1,
1.2, and 1.3)

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Date

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Nigel Grant
(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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