

THE COMPANIES ACTS 1985 to 1989

RESOLUTION IN WRITING OF THE SOLE MEMBER

OF

JAMES MACNAUGHTON & SON LIMITED

REGISTERED NO: 160004

PASSED: 25 MAY 1997

We, W. & J. Burness (Trustees) Limited, the sole member of the above company and having the right to attend and vote at a general meeting of the company hereby resolve as follows:-

- (a) That the authorised share capital of the company be increased to £250,000 by the creation of 249,900 ordinary shares of £1 each ranking pari passu with the existing ordinary shares of £1 each in the share capital of the company.
- (b) That the directors be and are hereby unconditionally authorised to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985) having an aggregate nominal value of £249,998 in such terms and to such persons as they may in their sole discretion determine at any time or times during the period of 5 years from the date of passing this resolution provided that the company is authorised to make an offer or agreement during the said 5 year period which may require shares to be allotted after the expiry of the period.
- (c) That the directors be empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities as if Section 89 (1) of the Companies Act 1985 did not apply to such allotments.

.....  
DIRECTOR FOR AND ON BEHALF OF  
W. & J. BURNESS (TRUSTEES) LIMITED

