

Company Number 1783207

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

W A RAINBOW & SONS LIMITED

Pursuant to Section 381A of the Companies Act 1985

Passed 24th December 1998

We, the undersigned members of the above Company being all the members who at the date hereof would be entitled to attend and vote at a general meeting of the Company hereby resolve as follows:-

RESOLUTION

AGL That the terms of a cross option agreement (the "Agreement") proposed to be made between Katherine Mackintosh and the Company for the purchase by the Company of 49,950 ordinary shares of £1 each in the capital of the Company upon the terms (including an aggregate price of £ ~~554690.84~~ set out in the copy of the proposed Agreement accompanying this resolution and initialled by a Director for the purposes of identification be and is hereby approved.

D Rainbow
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D Rainbow

A C Rainbow
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A Rainbow

M Godson
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M Godson

