

Company number: 2138358

SECTION 381A COMPANIES ACT 1985  
DANMERE LIMITED ('the Company')  
WRITTEN RESOLUTIONS

WE, being all the members of the Company entitled to attend and vote at a general meeting of the Company, hereby resolve that the Company's articles of association be amended as follows:-

1 by inserting the following as article 13.7:-

"13.7 If an offeror for shares in the Company, having made offers to all the members of the Company which are acceptable to the holders of at least 75% of the A ordinary shares, receives valid acceptances which would, on completion, result in such offeror becoming the holder of not less than 44% of the issued equity share capital of the Company, then:

13.7.1 such offeror may give notice to any non-accepting holder of shares requiring him to accept the offer within 14 days and stating that, failing such acceptance, he shall be deemed to have accepted such offer in respect of all shares held by him and irrevocably to have waived any pre-emption rights he may have in relation to any shares the subject of such offer;

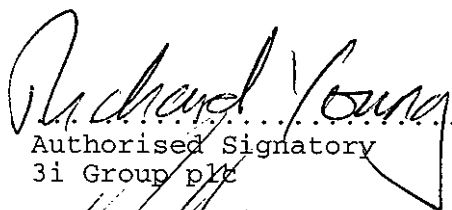
13.7.2 upon the expiry of such notice each recipient thereof shall be obliged to deliver to the offeror (or as he may direct) an executed share transfer form and share certificate(s) in respect of the shares which were the subject of the notice together with an executed waiver of pre-emption rights, if appropriate;

13.7.3 if any such member fails to deliver executed

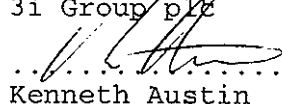


share transfer form(s), share certificate(s) and pre-emption waiver(s) (if appropriate) as set out above he shall be deemed to have appointed any director of the Company to be his agent and attorney to execute such documents on his behalf and, against receipt by the Company (on trust for such member) of the appropriate purchase moneys, to deliver such executed transfer(s) and pre-emption waiver(s) (if appropriate) to the offeror and it shall be no impediment to completion of the transfer that such member's share certificate(s) has/have not been produced;

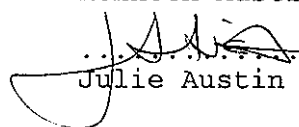
13.7.4 after such offeror or his nominee has been registered as the holder of shares transferred in accordance with this article the validity of such transaction shall not be questioned by any person.

  
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Authorised Signatory  
3i Group plc

Date .. 9/3/99 ..

  
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Kenneth Austin

Date .. 9/3/99 ..

  
.....  
Julie Austin

Date .. 9/3/99 ..