

**The Companies Act 1985**

**and**

**The Companies Act 1989**

**WRITTEN RESOLUTIONS**

**HHT LIMITED**

**(Company Number: 01439213)**

**(the "Company")**

Pursuant to s.381A of the Companies Act 1985 (as amended), we, the undersigned, being all the members for the time being of the Company entitled to receive notice and to attend and vote at general meetings hereby pass the following resolutions and unanimously agree that the said resolutions shall pursuant to regulation 53 of Table A (which clause is included in the company's articles of association) for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held:

**SPECIAL RESOLUTIONS**

**IT IS RESOLVED that:**

1. Subject to compliance with sections 155 to 158 of the Act, the giving by the Company of financial assistance for the purpose of the proposed acquisition by Croftacre Holdings Limited (the "Purchaser") of the entire issued share capital of the Company, such financial assistance taking the form described in a statutory declaration sworn on the date of the passing of this resolution by all of the directors of the Company pursuant to section 155(6) of the Act (the "Declaration") (a copy of the Declaration together with the annexed report by the auditors of the Company having been made available to each of the members of the Company prior to the passing of this resolution) be and is hereby approved pursuant to section 155(4) of the Act.
2. Notwithstanding any existing provisions of the Memorandum or Articles of Association of the Company, the terms of the transactions contemplated by and the execution, delivery and performance by the Company of each of the documents and matters minuted below as referred to in the Declaration (which events would constitute the giving by the Company of financial assistance (as defined by Sections 151 and 152 of the Companies Act 1985)) be and are hereby approved as being in the best interests of and bona fide for the commercial benefit of the Company:
  - (a) the Invoice Discounting Agreement; and
  - (b) the First National Charge; and
  - (c) the First National Guarantees; and



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COMPANIES HOUSE 13/04/02

- (d) the SAK Guarantee; and
- (e) the SAK Mortgage; and
- (f) the SAK Debenture; and
- (g) the Davenham Facility; and
- (h) the Davenham Charge; and
- (i) the Davenham Debenture; and
- (j) the Loan Agreement (together the "Documents"); and
- (k) the making of the Repayment.

**ORDINARY RESOLUTION**

3. The Company hereby approves and consents to and ratifies the actions of the directors of the Company and of the Company in agreeing to, creating, granting, approving, executing and delivering each of the Documents and, the making of the Repayment and all other documents ancillary thereto as any director of the Company may in his discretion deem fit.

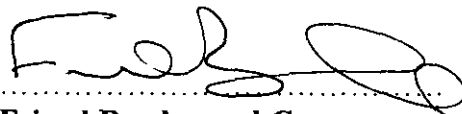
*For Coltara Holdings Ltd*  
 C W Hammond as attorney for *C W Hammond,* ..... J Houseman

*For Coltara Holding Ltd as*  
 C W Hammond and D Grove attorney for *C W Hammond* 3i Plc  
 as trustees of the C W Hammond discretionary settlement trust *and as attorney for D. Grove*

Dated: 10 April 2002

A copy of this resolution was provided to the auditors at the same time as the members.

Acknowledged as received

  
 Friend Boyden and Co

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.....  
**C W Hammond**

*J. Houseman*  
.....  
**J Houseman**

.....  
**C W Hammond and D Grove**  
as trustees of the C W Hammond  
discretionary settlement trust

.....  
**3i Plc**

Dated: *10/04/02* 2002

A copy of this resolution was provided to the auditors at the same time as the members.

Acknowledged as received

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**Friend Boyden and Co**

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.....  
**C W Hammond**

.....  
**J Houseman**

.....  
**C W Hammond and D Grove**  
 as trustees of the C W Hammond  
 discretionary settlement trust

*MJP*  
 .....  
**3i Plc**

Dated: **10 APRIL** 2002

A copy of this resolution was provided to the auditors at the same time as the members.

Acknowledged as received

.....  
**Friend Boyden and Co**