

Registered Number: 5166173

THE COMPANIES ACT

BYSSCo LIMITED

(the "Company")

PRIVATE COMPANY LIMITED BY SHARES

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WRITTEN SHAREHOLDER RESOLUTIONS

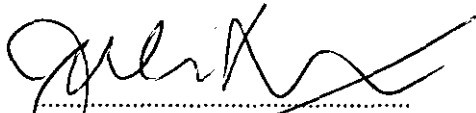
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IN ACCORDANCE with the Company's articles of association, we, being the sole member of the Company, HEREBY RESOLVE in writing as follows:

**ORDINARY RESOLUTIONS**

1. THAT the authorised share capital of the Company be increased from £100 to £1,000 by the creation of 900 ordinary shares of £1 each to rank pari passu in all respects with the existing ordinary shares of £1 each in the capital of the Company.
2. THAT, in substitution for any previous authority, the directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80 Companies Act 1985) of up to £999 provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on the date being 5 years from the date of the passing of this resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

Sole Member:

  
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as authorised representative for  
Big Yellow Group plc

Date: 3 September 2004

