

**THE COMPANIES ACT 1985**

**MIDDLEGATE HOLDINGS LIMITED ("the Company")**

**(Company No. 4405458 )**

**WRITTEN RESOLUTIONS**

We, the undersigned, being all the members of the Company entitled to attend and vote at general meetings of the Company make the following resolutions as special resolutions of the Company and which will, pursuant to Section 381A of the Companies Act 1985 (as amended by the Deregulation (Resolutions of Private Companies) Order 1996), be as valid and effective for all purposes as if the same had been passed at a general meeting of the Company duly convened and held:

- 1.1 THAT the authorised capital of the Company be increased from £100 to £200,000 by the creation of £199,900 new ordinary shares of £1 each.
- 1.2 THAT the shares of the Company for the time being unissued, whether forming part of the present share capital or not, shall be at the disposal of the Directors pursuant to Section 80 Companies Act 1985 (as amended) who may at their discretion for a period of 5 years from the date of this Resolution, allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they shall think proper.
- 1.3 Section 89(1) of the Companies Act shall not apply to any allotment of equity securities (as defined by Section 94 of the Companies Act 1985) by the Company.

DATE: 20 SEPTEMBER 2002

Shareholders:

*C.K. Robertson*

Christopher Robertson

