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NO. OF COMPANY 272030
THE COMPANIES ACTS 1985 TO 1989
COMPANY LIMITED BY SHARES
RESOLUTIONS
of
KELCONE LIMITED
(Passed the 14th Day of October 1996)

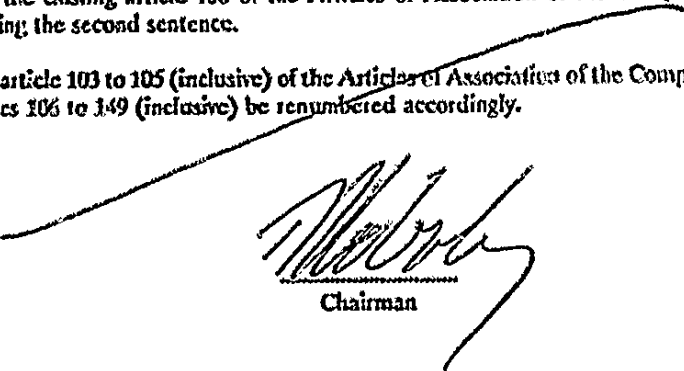
At an Extraordinary General Meeting of the above Company duly convened and held on the above date the undermentioned Resolutions were duly passed those numbered (1) and (4) as Elective Resolutions and those numbered (5) and (6) as Special Resolutions.

ELECTIVE RESOLUTIONS

- (1) That pursuant to Section 252 of the Companies Act 1985, the Company elects to dispense with the laying of accounts and reports before the Company in General Meeting.
- (2) That pursuant to Section 366A of the Companies Act 1985, the Company elects to dispense with the holding of Annual General Meetings.
- (3) That pursuant to Section 386 of the Companies Act 1985 the Company elects to dispense with the obligation to appoint Auditors annually and that Price Waterhouse of York Street, Manchester be deemed to be reappointed for each succeeding financial year.
- (4) That pursuant to sections 369(4) and 378(3) of the Companies Act 1985 the Company elects that the provisions of paragraphs (a) and (b) of both of those sections shall have effect in relation to the Company as if for the references to 95 per cent contained therein there were substituted references to 90 per cent or such greater percentage as may subsequently be determined by the Company in general meeting.

SPECIAL RESOLUTIONS

- (5) That the existing article 106 of the Articles of Association of the Company be modified by deleting the second sentence.
- (6) That article 103 to 105 (inclusive) of the Articles of Association of the Company be deleted and articles 106 to 149 (inclusive) be renumbered accordingly.


Chairman

