

THE COMPANIES ACT 1985
PUBLIC LIMITED COMPANY
SPECIAL RESOLUTION

of

WARD HOLDINGS PLC
(passed on 25th March, 1988)

At an Extraordinary General Meeting of the Company duly convened and held at 82 New Cavendish Street, London W1 the following resolution was duly passed a special resolution of the Company:

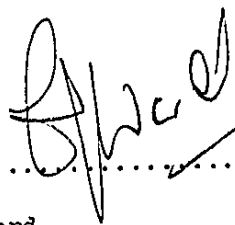
SPECIAL RESOLUTION

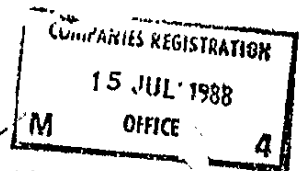
THAT:

- a. The Articles of Association of the Company be and is hereby amended by the addition thereto of the following new sub-clause 11 (b) immediately after sub-clause 11 (a):

"To establish and implement share option and share incentive schemes of all kinds in respect of shares in the capital of the Company for the benefit of the Directors and employees of the Company and its subsidiaries or such of them as the Directors of the Company may from time to time determine."

- b. That the existing sub-clause 11 be renumbered as sub-clause 11 (a).


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D.J. Ward
Chairman



Presented by: Ward Holdings PLC
2 Ash Tree Lane
Chatham
Kent ME5 7BZ