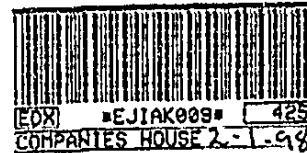


09-01-98



Company No. 540403

THE COMPANIES ACT 1985  
RESOLUTIONS OF TDG LIMITED  
PASSED ON 23 DECEMBER 1997

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at Windsor House, 50 Victoria Street, London SW1H 0NR on 23 December 1997 the following resolutions number 1 and 2 were duly passed as Ordinary Resolutions and resolution number 3 was duly passed as a Special Resolution:

1. THAT the authorised share capital of the Company be increased from £1,100,000 to £101,200,000 by the creation of (i) 100,000,000 9.25% cumulative non-redeemable preference shares of £1 each (the "9.25% Preference Shares") issuable pursuant to the terms of the ten £10,000,000 Convertible Loan Notes due 2002 of the Company and (ii) a further 400,000 Ordinary Shares of 25p each. The 9.25% Preference Shares shall carry the rights and entitlements as more particularly described in the proposed amendments to the Articles of Association referred to in Resolution 3;
2. THAT the Board be and it is hereby generally and unconditionally authorised in substitution for the authority conferred on it on 18 October 1994 and any other subsisting authorities to exercise all powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985) up to an aggregate nominal amount of £100,100,000 PROVIDED THAT this authority shall expire five years from the date hereof;
3. THAT the Articles of Association shall be altered as follows:

- AG* (a) A new Article 2A of the Articles of Association of the Company shall be inserted *before* ~~after~~ the existing Article 3 as follows:

"Share Capital

The share capital of the Company as at the date of the latest amendment to these Articles of Association is £101,200,000 divided into:

- (i) 4,800,000 Ordinary Shares of 25p each, and
- (ii) 100,000,000 9.25% non-redeemable cumulative preference shares of £1 each ("9.25% Preference Shares"),

The rights attributable to the 9.25% Preference Shares and the limitations and restrictions to which they are subject are as follows:

Income

The 9.25% Preference Shares shall confer upon the holders thereof as a separate class the right in priority to any payment by way of dividend of the Company to receive (exclusive of the imputed tax credit available to shareholders) a fixed cumulative preferential dividend (the "Fixed Dividend")

The Fixed Dividend shall in respect of each 9.25% Preference Share from time to time in issue be at the annual rate of 9.25% of the amount paid up, or any amount which falls to be treated as being paid up on each such 9.25% Preference Share (exclusive of the imputed tax credit available to shareholders) in respect of each year commencing on the date of issue of the relevant 9.25% Preference Share and ending on each anniversary thereof, and proportionately for any part of a year from the date of issue.

Subject to Part VIII of the Act the Fixed Dividend shall be:

- (i) paid in cash (exclusive of the imputed tax credit available to shareholders) on each anniversary of the issue of the relevant 9.25% Preference Share; and
- (ii) without any resolution of the Directors or the Company in General Meeting (and notwithstanding anything contained in Regulation 102 to 108 (inclusive) of Table A) accrue from day to day and on each such anniversary become a debt due from and immediately payable by the Company to the holders of the 9.25% Preference Shares pro rata according to the number of 9.25% Preference Shares held by each such shareholder, as the case may be.

#### Capital

On a return of capital on winding-up or capital reduction or otherwise, the holders of the 9.25% Preference Shares shall be entitled, in priority to any payment to the holders of any other class of shares, to the repayment of a sum equal to the nominal amount paid up or credited as paid up on the 9.25% Preference Shares held by them respectively, together with a sum equal to all arrears or accruals (if any) of the Fixed Dividend irrespective of whether or not such dividend has been declared or earned or become due and payable, to be calculated down to and including the date of commencement of the winding-up (in the case of a winding-up) or the return of capital (in any other case). The holders of the 9.25% Preference Shares shall not be entitled to any further right of participation in the assets of the Company. Save as set out in this provision the 9.25% Preference Shares shall not be redeemable in any circumstances.

#### General Meeting

The holders of the 9.25% Preference Shares shall, by virtue of and in respect of their holdings of 9.25% Preference Shares, have the right to receive notice of, attend, speak and vote at a General Meeting of the Company only if a resolution is to be proposed abrogating, varying or modifying any of the rights or privileges of the holders of the 9.25% Preference Shares (in which case they shall only be entitled to vote or speak on such resolution).

Except in the circumstances set out above, the holders of the 9.25% Preference Shares shall not have the right to receive notice of, attend, speak or vote at any General Meeting of the Company.

#### Voting

Whenever the holders of the 9.25% Preference Shares are entitled to vote on a resolution at a General Meeting of the Company, on a show of hands, every such holder who is present in person or (being a corporation) by a representative shall

have one vote and, on a poll, every such holder who is present in person or by proxy shall have one vote in respect of each fully-paid 9.25% Preference Share registered in the name of such holder."

- (b) The following clause shall be inserted as a new Article 3A after the existing Article 3:

**"3A. CLASS RIGHTS**

Whenever the capital of the Company is divided into different classes of shares the special rights attached to any class may be varied or abrogated either whilst the Company is a going concern or during or in contemplation or a winding up, only with the consent in writing of the holder of 75 per cent of the issued shares of that class. Without prejudice to the generality of this clause, the special rights attached to the 9.25% Preference Shares shall be deemed to be varied:

**3A.1 by the Company or the Company's board of directors, as appropriate:**

- 3A.1.1 varying in any way the rights attached to any of the shares in the capital of the Company; or
- 3A.1.2 applying by way of capitalisation any sum in or towards paying up any share or loan capital of the Company; or
- 3A.1.3 entering into a contract to purchase any of its own shares; or
- 3A.1.4 redeeming any of its shares; or
- 3A.1.5 passing a resolution that it be wound up;

**3A.2 by the Company:**

- 3A.2.1 altering, increasing, reducing, sub-dividing or consolidating its authorised or issued share capital; or
- 3A.2.2 granting any option or other right to subscribe for shares; or
- 3A.2.3 disposing of its undertaking or any substantial part thereof; or
- 3A.2.4 calling a meeting to effect or approve any matter which would by virtue of this clause be a variation of the class rights of the 9.25% Preference Shares."

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Director

Dated 23 December 1997