

COMPANY NUMBER 615225

**THE COMPANIES ACT 1985 (AS AMENDED)
COMPANY LIMITED BY SHARES**

**SPECIAL RESOLUTIONS
OF
THE DECISION SHOP LIMITED**

PASSED 8TH MARCH 1996

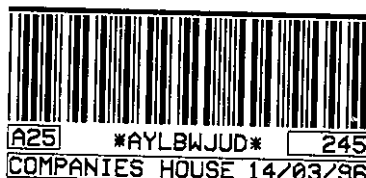
At an Extraordinary General Meeting of the above-named Company duly convened and held on 8th day of March 1996 the following resolutions were duly passed as special resolutions:

SPECIAL RESOLUTIONS

1. THAT the 100 issued ordinary shares of 1p each be redesignated as "A" ordinary shares;
2. THAT the authorised share capital of the Company be increased to £101.06 by the creation of 6 "B" Ordinary shares of 1p each;
3. THAT pursuant to section 80 of the Companies Act 1985 (the "Act"), the directors be and they are hereby authorised to allot up to 6 "B" ordinary shares to Loendersloot B.V. provided that this authority shall expire on the first anniversary of the date on which this resolution is passed;
4. THAT pursuant to Section 95 of the Act, the directors of the Company be and they are hereby empowered, to allot up to 6 "B" ordinary shares to Loendersloot B.V, as if sub-section (1) of Section 89 of the Act did not apply to any such allotment provided that this power shall expire on the same date as the authority conferred under the previous sub-paragraph of this resolution; and
5. THAT the Articles of Association be amended by the deletion of Article 4 thereof and the substitution therefor of the following new Article 4:-

"Article 4

- A. The share capital of the Company is £101.06 divided into 100 "A" Ordinary Shares of 1p each, 6 "B" Ordinary Shares of 1p each and 100 Deferred Shares of £1 each.
- B. Only the "A" Ordinary Shares shall entitle a holder thereof to receive notice of to attend and to vote at meetings of the Company. The holders of the "B" Ordinary Shares and the holders of the Deferred Shares shall have no right as such to receive notice of or to attend or vote at any general meeting of the Company.



- C. The profits of the Company available for dividend and resolved to be distributed in respect of each financial year or other period of the Company shall be applied in payment of dividends to the holders of the "A" Ordinary Shares but so that the gross amount so paid in respect of each financial year or other period shall not exceed £100,000,000 and the balance (if any) of such profits shall be distributed by way of dividend to the holders of all of the Ordinary Shares but so that such balance shall be divided between the holders of the "A" Ordinary Shares and the holders of the "B" Ordinary Shares so that the dividend in respect of each "A" Ordinary Share shall be twenty times the amount of dividend in respect of each "B" Ordinary Share save that in a financial year or other period when the profits available for dividend (as certified by the Auditors of the Company whose decision shall be final and binding) exceed £20,000,000 the holders of the Deferred Shares shall be paid a fixed non-cumulative dividend at the rate of 5% per annum; and
- D. On a return of capital on a winding up or otherwise the surplus assets of the Company remaining after payment of its liabilities shall be applied first in repayment to the holders of the "A" Ordinary Shares and the holders of the "B" Ordinary Shares of the amount paid up on such shares and the balance of such assets shall be distributed among the holders of the "A" Ordinary shares rateably according to the amount paid up on such shares, but so that when a total of £2,000,000 has been distributed in respect of each "A" Ordinary Share the holders of the Deferred Shares shall be repaid the amounts paid up on such shares."


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SECRETARY