

NO. 635275

THE COMPANIES ACT 1985

PRIVATE

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

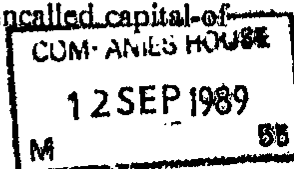
OF

PICKFIELD PRINTING COMPANY LIMITED

At an Extraordinary General Meeting of the above named Company duly convened and held at Dennis House, Marsden Street, Manchester on the 31st day of August 1989 the following resolutions was duly passed as Special Resolutions:-

RESOLUTIONS

1. That the Articles of Association of the Company be amended by deleting the existing Articles and by substituting therefor and to the exclusion thereof new Articles of Association in the form of the draft produced to the Meeting and, for the purpose of identification, signed by the Chairman.
2. That the Memorandum of Association of the Company with regard to its objects clause be altered by inserting immediately after sub-clause (V) of Clause 3 of the Memorandum of Association, the following new sub-clause:-
(W) Either with or without the Company receiving any consideration or advantage (direct or indirect) from giving any such guarantee to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking property and assets and uncalled capital of



the Company both present and future or by both such methods the performance of the obligations and contracts of and payment of the capital or principal (together with any premium) of and dividends or interest on any stocks shares or securities of any company firm or person and in particular (but without limiting the generality of the foregoing) of the company which is for the time being the Company's holding company (as defined by Section 736 of the Companies Act 1985) or another subsidiary (as defined by the said Section) of the Company's holding company or otherwise associated with the Company in business.

3. "THAT:-

(a) this Meeting approves the granting of financial assistance by this Company under the provisions of S.155 Companies Act 1985 to Cramward Limited in connection with the acquisition by that Company of 123,000 ordinary shares of £1 each and 1,000 preference shares of £1 each in the capital of this Company such financial assistance to consist of the execution of:-

(i) A Support Agreement containing a guarantee, an indemnity and certain warranties

(ii) A Collateral Debenture
each in favour of 3i plc; and

(i) a Guarantee;

(ii) a First Legal Mortgage over this Company's premises at Dawnay Street, Manchester; and

(iii) a Mortgage Debenture
each in favour of Bank of Scotland

in so far as the same secure the liability of the Company for the borrowings and other obligations of Cramward Limited to 3i plc and Bank of Scotland respectively.

(b) this Meeting approves the giving by the Company of the following security to 3i plc ("3i") in respect of the direct and indirect liabilities of the Company to 3i:-

(i) A Support Agreement containing a guarantee and indemnity;

(ii) A Collateral Debenture

in the form of the documents produced to the Meeting.

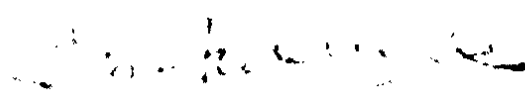
(c) this meeting approves the giving by the Company of the following security to Bank of Scotland ("the Bank") in respect of the direct and indirect liabilities of the Company to the Bank:-

(i) a Guarantee in respect of the liabilities to the Bank of Cramward Limited;

(ii) a First Legal Mortgage over the Companies premises at Dawnay Street, Manchester; and

(iii) a Mortgage Debenture.

in the form of the documents produced to the Meeting


G. Fielding - Chairman