

No. 706645

THE COMPANIES ACT 1985

ORDINARY AND

SPECIAL RESOLUTIONS

- of -

ST BERNARD COMPOSITES LIMITED

Passed on 17th February 1998



At an extraordinary general meeting of the company held on 17th February 1998 the following resolutions were duly passed as ordinary and special resolutions of the company:-

ORDINARY RESOLUTIONS

- (1) THAT the share capital of the company be increased from £100,000 to £100,100 by the creation of 100 new ordinary shares of £1 each ranking in all respects pari passu with the existing ordinary shares of £1 each.
- (2) THAT the directors be and they are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise any power of the company to allot and grant rights to subscribe for or to convert securities into shares of the company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the

passing of this resolution provided that the authority hereby given shall expire five years after the passing of this resolution unless previously renewed or varied.

SPECIAL RESOLUTION

- (3) THAT the directors be and are hereby empowered to allot equity securities (as defined in Section 94 of the Companies Act 1985) of the company under the authority conferred by resolution (ii) above as if Section 89 of the Companies Act 1985 did not apply to such allotment provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £100 and that the authority hereby given shall expire five years after the passing of this resolution unless previously renewed or varied.


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Director/Secretary