

12 - 07 - 95

No 720454

THE COMPANIES ACT 1985

PUBLIC COMPANY LIMITED BY SHARES

EXTRAORDINARY RESOLUTION OF THE HOLDERS
OF 6% CUMULATIVE CONVERTIBLE REDEEMABLE PREFERENCE
SHARES OF £1 EACH

OF

DEW PITCHMASTIC PLC

The following Extraordinary Resolution of the holders of 6% Cumulative Convertible Redeemable Preference Shares of £1 each in the capital of the Company ("First Preference Shares") was duly passed in accordance with the Articles of Association of the Company as a written resolution on 27th June 1995 -

EXTRAORDINARY RESOLUTION

THAT in accordance with Section 125 of the Companies Act 1985 and Articles 3(2)(F) and 4 of the Company's Articles of Association this Meeting hereby sanctions the passing by the Company of the Ordinary and Special Resolutions set out in the Notice convening an Extraordinary General Meeting of the Company for the same date as this meeting (the "EGM Notice") (a copy of the EGM Notice is attached hereto) and consents to each and every variation or abrogation of the rights attached or belonging to the 6% Cumulative Convertible Redeemable Preference Shares of £1 each in the capital of the Company ("First Preference Shares") proposed to be effected thereby or resulting therefrom and that the said Ordinary and Special Resolutions shall if passed be binding on all the holders of First Preference Shares



A handwritten signature in dark ink, appearing to read "John [unclear]", is written over the word "DIRECTOR".

DIRECTOR

12 - 07 - 95

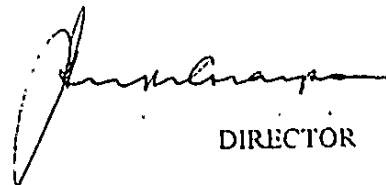
No 720454

THE COMPANIES ACT 1985
PUBLIC COMPANY LIMITED BY SHARES
EXTRAORDINARY RESOLUTION OF THE HOLDERS
OF ORDINARY SHARES OF £1 EACH
OF
DEW PITCHMASTIC PLC

The following Extraordinary Resolution of the holders of Ordinary Shares of £1 each in the capital of the Company was duly passed in accordance with the Articles of Association of the Company as a written resolution on 29th June 1995:-

EXTRAORDINARY RESOLUTION

THAT in accordance with Section 125 of the Companies Act 1985 and Article 4 of the Company's Articles of Association this Meeting hereby sanctions the passing by the Company of the Ordinary and Special Resolutions set out in the Notice convening an Extraordinary General Meeting of the Company for the same date as this meeting (the "EGM Notice") (a copy of the EGM Notice is attached hereto) and consents to each and every variation or abrogation of the rights attached or belonging to the Ordinary Shares of £1 each in the capital of the Company ("Ordinary Shares") proposed to be effected thereby or resulting therefrom and that the said Ordinary and Special Resolutions shall if passed be binding on all the holders of Ordinary Shares


DIRECTOR



12 - 07 - 95

No. 720454

THE COMPANIES ACT 1985

PUBLIC COMPANY LIMITED BY SHARES

EXTRAORDINARY RESOLUTION OF THE HOLDERS
OF 10% CUMULATIVE REDEEMABLE PREFERENCE SHARES OF £1
EACH

OF

DEW PITCHMASTIC PLC

The following Extraordinary Resolution of the holders of 10% Cumulative Redeemable Shares of £1 each in the capital of the Company ("Second Preference Shares") was duly passed in accordance with the Articles of Association of the Company as a written resolution on 29th June 1995:-

EXTRAORDINARY RESOLUTION

THAT in accordance with Section 125 of the Companies Act 1985 and Articles 3(3)(E) and 4 of the Company's Articles of Association this Meeting hereby sanctions the passing by the Company of the Ordinary and Special Resolutions set out in the Notice convening an Extraordinary General Meeting of the Company for the same date as this meeting (the "EGM Notice") (a copy of the EGM Notice is attached hereto) and consents to each and every variation or abrogation of the rights attached or belonging to the 10% Cumulative Redeemable Preference Shares of £1 each in the capital of the Company ("Second Preference Shares") proposed to be effected thereby or resulting therefrom and that the said Ordinary and Special Resolutions shall if passed be binding on all the holders of Second Preference Shares




DIRECTOR

No. 720454

THE COMPANIES ACT 1985
PUBLIC COMPANY LIMITED BY SHARES
RESOLUTIONS
OF
DEW PITCHMASTIC PLC

At an Extraordinary General Meeting of the members of the above named Company duly convened and held at Royds Works, Attercliffe Road, Sheffield S4 7WZ on 20th June 1995, the following Resolutions were duly passed as Ordinary and Special Resolutions, namely:-

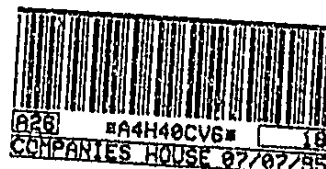
(1) Ordinary Resolution

That in accordance with Article 3(4)(C)(iii)(b) of the Articles of Association of the Company due notice to be given to the registered holders of 568,470 Non-Voting Deferred Shares of £1 each in the capital of the Company of the company's intention to redeem all of those shares at the Registered Office on 31st July 1995 for a sum not exceeding one penny converting the unissued shares arising into Unclassified Shares of £1 each

(2) Special Resolution

That subject to and conditionally upon the holders of not less than three quarters of the 6% Cumulative Convertible Redeemable Preference Shares of £1 each in the capital of the Company and of the 10% Cumulative Redeemable Preference Shares of £1 each in the capital of the Company and of the Ordinary Shares of £1 each in the capital of the Company approving, in each case, the passing of the Special Resolution and every variation or abrogation of the rights attached to or belonging to each separate class of shares effected hereby or resulting herefrom

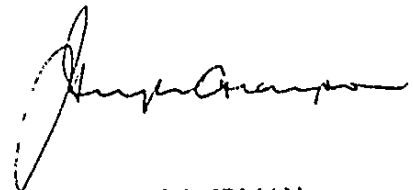
- (A) The 808,470 Unclassified Shares of £1 each in the authorised capital of the Company as at 2nd October 1995 resulting from the redemption of 240,000 10% Cumulative Redeemable Preference Shares of £1 each and 568,470 Non-Voting Deferred Shares of £1 each be on that date converted into and redesignated as 808,470 Ordinary Shares of £1 each ranking pari passu in all respects with the existing Ordinary Shares of £1 each in the capital of the company



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- (B) Notwithstanding and in derogation of the provisions of Article 12 of the Articles of Association
- (i) In accordance with Section 80 of the Companies Act 1985 ("the Act") (and by way of renewal and variation of any existing authority conferred on the Directors of the Company under that Section), the Directors of the Company be and are hereby generally and unconditionally authorised to exercise, for the period ending on 2nd June 2000 (unless previously revoked, varied or renewed), all the powers of the Company to allot and make offers or agreements to allot up to 859,999 Ordinary Shares of £1 each in the capital of the Company
- (ii) In accordance with Section 95 of the Act, the Directors of the Company be and are hereby given power to allot equity securities (as defined in sub-section (2) of Section 94 of the Act) pursuant to the authority conferred by sub-paragraph (2)(B)(i) of this Resolution as if sub-section (1) of Section 89 of the Act did not apply to such allotment
- (C) That upon the recommendation of the Directors it is desirable to capitalise the sum of 858,333 being part of the amount standing to the credit of the Company's reserves and accordingly that the Directors be authorised and directed to appropriate the said sum for distribution to the holders of the ordinary shares of £1 each on the Register ~~at the~~ close of business on 2nd October 1995 in proportion to the amounts paid up on the issued ordinary shares of £1 each then held by them respectively and to apply such sum on behalf of such shareholders in paying up in full 858,333 of the unissued ordinary shares of £1 each in the capital of the Company such shares to be allotted and distributed credited as fully paid up amongst such holders in the proportion of 3 new shares for every 1 ordinary share held on that date and that such shares shall rank for all purposes pari passu with the existing issued ordinary shares of the Company



CHAIRMAN