
ANCHOR PLASTICS MACHINERY LIMITED
(THE "COMPANY")

Company Number: 1085691

WRITTEN RESOLUTIONS PURSUANT TO
SECTION 381A COMPANIES ACT 1985 (AS AMENDED)

We, the undersigned, being all the Members of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, hereby pass the following resolutions as (a) a Special Resolution and (b) an Ordinary Resolution of the Company pursuant to Section 381A of the Companies Act 1985 (as amended) and hereby agree that the said resolutions shall for all purposes be as valid and effective as if passed as a Special Resolution or an Ordinary Resolution, as appropriate, at a general meeting of the Company duly convened and held and the new Memorandum of Association and Articles of Association were adopted;

(a) SPECIAL RESOLUTION

"THAT the Memorandum of Association of the Company be altered by the amendment of clause 5 as follows: -

5. The authorised share capital at the adoption of this Memorandum is £10,000 and this shall be sub-divided into separate classes of "A" Ordinary, "B" Ordinary, "C" Ordinary and "D" Ordinary £1 shares. There shall be 5,000 "A" Ordinary £1 shares, 2,000 "B" Ordinary £1 shares, 2,000 "C" Ordinary £1 shares and 1,000 "D" Ordinary £1 Shares.

"THAT the Articles of Association of the Company be altered by the insertion of a new clause 3(a) and 3(b) (the remaining clauses being re-numbered in order) being as follows:

SHARES

Capital

3(a) The authorised share capital at the adoption of these Articles is £10,000 and this shall be sub-divided into separate classes of "A" Ordinary, "B" Ordinary, "C" Ordinary and "D" Ordinary £1 shares. There shall be 5,000 "A" Ordinary £1 shares, 2,000 "B" Ordinary £1 shares, 2,000 "C" Ordinary £1 shares and 1,000 "D" Ordinary £1 Shares and having the following rights and privileges.

Income

3(b) The "A" Ordinary, "B" Ordinary, "C" Ordinary and "D" Ordinary £1 shares shall be separate classes of shares for the purpose of declaration of dividends. The declaration of a dividend in respect of one class of share shall not compel a dividend at the same rate to be declared in respect of any other class share.

Save as above, the "A" Ordinary, "B" Ordinary, "C" Ordinary and "D" Ordinary £1 shares shall rank par passu in all respects.



(b) ORDINARY RESOLUTION

"**THAT** the 10,000 Ordinary £1 shares in the issued share capital of the Company be re-classified such that the 5,000 Ordinary £1 shares registered in the name of **Mr C E Blamey** shall be converted into 5,000 "A" Ordinary £1 shares; the 2,000 Ordinary £1 shares registered in the name of **Mr R A Collins** shall be converted into 2,000 "B" Ordinary £1 shares; the 2,000 Ordinary £1 shares registered in the name of **Mrs F H Collins** shall be converted into 2,000 "C" Ordinary £1 shares and the 1,000 Ordinary £1 shares registered in the name of **Mrs A K Blamey** shall be converted into 1,000 "D" Ordinary £1 shares. Each class of share shall carry the rights and be subject to the restrictions contained in the Articles of the Company as amended on the date hereof pursuant to the **Special Resolution** above."

X
Dated 27 FEBRUARY 2003

X CE Blamey
Mr C E Blamey

X RA Collins
Mr R A Collins

X AK Blamey
Mrs A K Blamey

X F.H. Collins
Mrs F H Collins