

13 - 10 - 98

COMPANY NUMBER: 1189545

COMPANIES ACT 1985
COMPANIES ACT 1989

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

of

NEI OVERSEAS HOLDINGS LIMITED

Notice is hereby given that at an Extraordinary General Meeting of the above named company duly convened and held at Moor Lane, Derby on 18th September 1998 the following Ordinary Resolutions were duly passed:

1. THAT the company's authorised share capital be increased from £100 to £15,000,100 by the creation of a further 15,000,000 Ordinary Shares of £1 each to rank pari passu in all respects with the existing ordinary shares of £1.00 each in the capital of the Company.
2. THAT the Directors be generally authorised for the purposes of Section 80 of the Companies Act 1985, to exercise all the powers of the Company to allot relevant securities (as defined by Section 80(2) of the said Act) for an indefinite period from the date of the passing of this resolution of an aggregate nominal value up to £15,000,000 (being the amount of the authorised but unissued share capital of the Company following the passing of this resolution), and previous authorities given in respect of said Section 80 are hereby revoked.


.....
CHAIRMAN

