

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

of

ANCOMASS LIMITED

DATED 21ST DECEMBER 1989

The following Resolutions were proposed and passed as Ordinary Resolutions at an Extraordinary General Meeting of the Company held on 21st December, 1989.

ORDINARY RESOLUTIONS

1. That the authorised share capital of the Company be and is hereby increased from £12,900 to £37,000,000 by the creation of 73,974,200 additional 'A' Ordinary shares of 50 pence each.
2. That the Directors be unconditionally authorised, pursuant to Section 80, Companies Act, 1985, to allot relevant securities (as defined in that Act) up to a maximum amount of £36,987,100 at any time or times during the period of five years from the date hereof and at any time thereafter pursuant to any offer or agreement made by the Company before the expiry of this authority.
3. That, upon the recommendation of the Directors, it is desirable to capitalise the sum of £35,988,246 (such sum representing the aggregate of £30,834,634 being part of the amount standing to the credit of the Company's revaluation reserve and £5,153,612 being part of the amount standing to the credit of the Company's capital reserve) and that such sum be capitalised and accordingly the Directors be and they are hereby authorised and directed to appropriate the said sum to the holders of the 'A' Ordinary shares in the capital of the Company registered at the close of business on 20th December, 1989 and to apply such sum in paying up in full at par on behalf of such holders 71,976,492 'A' Ordinary shares of 50 pence each (ranking pari passu in all respects with the existing issued Ordinary shares of the Company) and that such shares be allotted.

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and distributed credited as fully paid to and among the said holders and so that the Directors shall have full power to do such acts and things required to give effect to the said capitalisation, allotment and distribution.

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Chairman