

COMPANY NUMBER: 1576522

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS OF POURSHINS PLC

Passed *Eleventh* December 1991

AT AN EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at 4 Girling Way Great South West Road Feltham Middlesex on *11th* December 1991 at *Nine Ten* am the resolutions numbered 1-4 below were passed as SPECIAL RESOLUTIONS and the Resolution numbered 5 below was passed as an Ordinary Resolution

#### Special Resolutions

1. The Articles of Association of the Company be amended by the adoption of new Article 3(a) (a copy of which is annexed hereto and initialled for the purpose of identification only by the Chairman) with existing Articles 3(a) and 3(b) being re-numbered 3(b) and 3(c) respectively.
2. The capital of the Company be increased to Two million pounds Sterling and Seven million two hundred and twenty thousand (7,220,000) French Francs ("Francs") by the creation of 7,220,000 Ordinary Shares of One Franc each such new shares to confer the rights and privileges and be subject to the restrictions set out in the Company's Articles of Association as amended pursuant to resolution number 1 above
3. All the Ordinary Shares of 10 pence each now registered in the names of the members of the Company be re-designated as 'A' Ordinary Shares of 10 pence each such shares to confer the rights and privileges and be subject to the respective restrictions set out in the Company's Articles of Association as amended pursuant to Resolution 1 above

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4. The sum of £722,000 being part of the amount standing to the credit of the profit and loss account in the books of the Company be capitalised, and accordingly that such sum be set free for distribution amongst the holders of the 'A' Ordinary Shares in the capital of the Company on the register of members at the close of business on 11th December 1991 in the respective proportions in which they then hold such shares, on condition that the same be not paid in cash but be converted into Francs at the rate of 10 Francs for each £1 and the sum in Francs resulting from such conversion be applied in paying up in full at par 7,220,000 new 'B' Ordinary Shares of One Franc each to be allotted and credited as fully paid to and amongst the said holders of the 'A' Ordinary Shares in the proportions aforesaid

#### Ordinary Resolution

5. Revocation of authority to allot shares

The authority granted to the Directors, pursuant to Section 80 Companies Act 1985, to allot all shares in the authorised share capital of the Company and disapplying Section 89(1) Companies Act 1985 in the existing Articles of Association of the Company be and is hereby revoked Provided always that the authority granted to the Directors by a Members' Resolution dated 19th September 1989 to allot shares in the Company to executives to whom options are granted under the Executive Share Option Scheme adopted by a Members' Resolution dated 19th September 1989 in satisfaction of the Options to be granted in accordance with that Scheme up to a maximum of 50,000 Ordinary 10 pence shares in the capital of the Company given with the proviso that such authority should not be the subject of Section 89(1) of the Companies Act 1985 shall remain in full force and effect and is hereby confirmed

...*R. U. MOED*.....

R.U.MOED  
Chairman

## Additions to Articles of Association

The New Article 3(a) referred to in the Special Resolution passed by the Company on the ~~Eleventh~~ day of December 1991

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R.U. MOED  
Chairman

### [3. Shares]

- 3(a) (i) The share capital of the Company is £2,000,000 divided into 20,000,000 'A' Ordinary Shares of 10 pence each ("the 'A' Ordinary Shares") and 7,220,000 French Francs divided into 7,220,000 Ordinary Shares of One Franc each ("the 'B' Ordinary Shares")
- (ii) Each 'B' Ordinary Share of One Franc shall have the same rights privileges and restrictions as each 'A' Ordinary Share of 10 pence each to the intent that each 'A' Ordinary Share and each 'B' Ordinary Share shall rank *pari passu* in all respects notwithstanding any change in exchange rates between Sterling and the French Franc or any other factor