

Company No: 1697448

SAS HOLDINGS LTD

COPY SPECIAL RESOLUTION

At an Extraordinary General Meeting of the Company duly convened and held at 27/28 Suttons Business Park, London Road, Reading on the 28th day of January 1994 the members of the Company passed the following resolution as a Special Resolution:

SPECIAL RESOLUTION

That:

- (a) The purchase by the Company of 2,817 Ordinary Shares of £1.00 each in the Company ("the Shares") from Messrs A K Adams, T A Noone, R S Daly and R C Lenney ("the Vendors") on the terms of the Agreements which are proposed be entered into between the Company and each of the Vendors, copies of which have been produced to the meeting and for the purpose of identification, initialled by the Chairman, be and it is hereby approved; and
- (b) the provisions of Articles 10 to 12 inclusive of the Company's Articles of Association be disapplied in respect of the proposed purchase by the Company from the Vendors of the Shares as referred to in paragraph (a) above.

By Order of the Board


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Secretary

Dated: 28.01.94

