

THE COMPANIES ACT 1985

IMMINUS LIMITED

(Company No. 1785381)

SPECIAL RESOLUTIONS

At an Extraordinary General Meeting of the Company held at 37 Old Queen Street, London SW1H 9JA on 1 May 1997 the following resolutions were duly passed as Special Resolutions of the Company:-

1. THAT Clause 3 of the Memorandum of Association of the Company be altered by adding the following as Sub-clause 3(w) and re-numbering the Sub-clauses following thereafter accordingly:-

“(w) To give such financial assistance directly or indirectly for the purpose of the acquisition of shares in the Company or the Company’s holding company or for the purpose of reducing or discharging any liability incurred by any person for the purpose of the acquisition in the Company’s holding company as may be lawful.”

2. THAT any restriction on transfer of shares in the Company or rights of pre-emption shall not apply on a transfer of shares following an enforcement of the Debenture made between Filegale Limited and National Westminster Bank Plc.


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DIRECTOR

Registered Office:

1A Ashurst
Ground Floor
Southgate Park
Orton
Southgate
Peterborough
PE2 6YS

