

Company Number: 02291198

Written Resolution 2
31 January 1996

S.I.T.A. (GB) LIMITED ("the Company")

WRITTEN RESOLUTION OF ALL THE MEMBERS OF THE COMPANY WHO AT THE DATE OF THIS RESOLUTION ARE ENTITLED TO ATTEND AND VOTE AT A GENERAL MEETING OF THE COMPANY PURSUANT TO SECTION 318(A) OF AND IN ACCORDANCE WITH PARAGRAPH 5(2) OF SCHEDULE 15A TO THE COMPANIES ACT 1985

WE, the undersigned, being the only members of the Company who at the date of this resolution are entitled (in accordance with paragraph 5(2) of Schedule 15A to the Companies Act 1985) to attend and vote at a general meeting of the Company HEREBY RESOLVE:

- (1) THAT the directors be authorised to allot up to a maximum of 90,000 ordinary shares of £1 each in the capital of the Company at any time within 5 years of the date of this written resolution; and
- (2) THAT the terms of the following proposed share sale and purchase agreements ("the Agreements"):

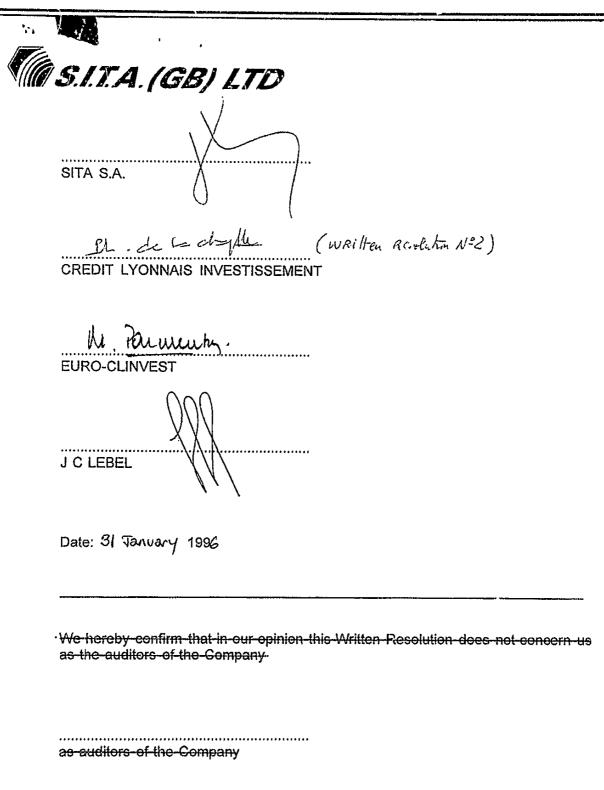
PARTIES	SHARES
the Company (1) E Houdart (2)	30,000
the Company (1) J C Lebel (2)	30,000
the Company (1) P Carneau (2)	30,000

in the terms of the drafts attached be and are hereby approved and that any director (other than the counterparty to the agreement concerned) be and is hereby authorised to sign the same for and on behalf of the Company.



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262 M . S

DATED

1996

E HOUDART

- and -

S.I.T.A. (GB) LIMITED

AGREEMENT FOR THE SALE OF SHARES IN S.I.T.A. (GB) LIMITED

TAYLOR JOYNSON GARRETT
Carmelite
50 Victoria Embankment
Blackfriars
London EC4Y 0DX

Tel No: 0171 353 1234 Fax No: 0171 353 2666

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09-03-96

SIGNED by

for and on behalf of S.I.T.A. (GB) LIMITED in the presence of:

SIGNED by E HOUDART



THIS AGREEMENT is made the

day of

199

BETWEEN:

(1) E HOUDART of [] ("the Vendor").

(2)S.I.T.A. (GB) LIMITED whose registered office is at 200 Aldersgate Street, London EC1A 4JJ ("the Company").

INTRODUCTION

- The Company has an authorised share capital of £20,000,000 divided into (A) 20,000,000 ordinary shares of £1 each ("Ordinary Shares").
- (B) The Vendor has agreed to sell to the Company 30,000 Ordinary Shares (the "Sale Shares") subject to and upon the terms set out below.
- (C)] 1996 the shareholders of the By a written resolution dated [Company authorised the Company to enter into this Agreement.

AGREED TERMS

- 1. Subject to and conditional upon service of a notice of completion by the Vendor to the Company at any time on or before 30 June 1996 ("Completion" Notice"), the Vendor hereby agrees to sell and the Company agrees to purchase the Sale Shares free from all charges, liens and encumbrances and with all rights attaching thereto.
- The Consideration for the purchase of the Sale Shares shall be £ 2. be satisfied in accordance with the provisions of the Companies Act 1985 (as amended) out of available profits as referred to in section 171(3) of the Act.
- Completion of the sale and purchase of the Sale Shares shall take place on 3. the fifth day following the service of a Completion Notice when:
 - the Vendor shall deliver or cause to be delivered to the Company a (a) transfer of the Sale Shares in favour of the Company duly executed by the Vendor together with the share certificates (if any were issued to the Vendor) for the Sale Shares for cancellation; and
 - the Company will deliver to the Vendors a banker's draft for the total (d) amount of the purchase consideration.
- This Agreement shall be governed by and construed in accordance with 4. English law.