

21-03-96

Company No. 2353018

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

pursuant to Section 378 Companies Act 1985

of INPACT INTERNATIONAL LIMITED



passed the 29th February 1996

At a general meeting of the members of the above-named company, duly convened and held at 3rd Floor, Audrey House, 16/20 Ely Place, London, EC1N 6SN, on the 29th February 1996, the following SPECIAL RESOLUTION was passed:

SPECIAL RESOLUTION

THAT, conditional upon a resolution having been passed by the membership of the association known as "INPACT International" (whose current rules were adopted on 19th September 1992) that that association should be formally dissolved (albeit that any such resolution may not have come into effect because it is conditional on this resolution having been passed):-

1. clause 3(a) of the company's memorandum of association be and it is hereby deleted and the following inserted into the company's memorandum of association in its place:-

"(a) To establish and to develop through membership of the Company an international network of accountancy firms throughout Europe and other continents; to promote the range and quality of the accountancy services provided by members and the exchange of personnel among members of the Company; to promote the exchange of information among members of the Company on law or practice relating to financial and other matters affecting members of the Company in all countries in which all members carry on practice; to promote the development of members of the Company in the following areas (but without limitation), namely: marketing, administration and

professional training; to promote the referral of accountancy work among members of the Company; to consider general questions concerning the accountancy profession which affect the interests of the members; and to enter into associations with other Companies or organisation with similar objects to those of the Company";

2. the company's existing authorised share capital of 1,000 ordinary shares of £1 each at the date this resolution is passed be and it is hereby altered by the reclassification of 22 of those shares in issue at the date this resolution is passed, together with the next 75 unissued shares in the authorised share capital of the company at the date this resolution is passed, as "A" ordinary shares of £1 each ("A" Shares"), by the re-classification of the three shares currently registered in the company's register of members in the names of Ketil Ellesfsen (one such share) and Simon John Noakes

and Laurent Ginet jointly (two such shares) as "C" ordinary shares of £1 each ("C" Shares"), and by the reclassification of the remaining 900 shares in the authorised capital of the company at the date this resolution is passed as 900 "B" ordinary shares of £1 each ("B" Shares"), the "A" Shares, the "B" Shares and the "C" Share having the rights and obligations set out in the proposed new articles of association of the company referred to in sub-paragraph (3) below; and

3. the regulations produced to the meeting and initialled by the Chairman for the purpose of identification be and they are hereby adopted as the company's new articles of association in substitution for, and the exclusion of, the company's existing articles of association, but none of the provisions of the new articles of association which is a relevant restriction, as that term is defined by the Restrictive Trade Practices Act 1976, shall come into effect until the day following the day on which full particulars of the new articles of association have been furnished to the Office of Fair Trading in accordance with the Act.

Signed: R. Hawes

Chairman / Secretary