



INTERNATIONAL CONSUMER RESEARCH & TESTING



A09  
COMPANIES HOUSE

0340  
20/12/02

No. 2447570

**THE COMPANIES ACTS 1985 TO 1989**

**COMPANY LIMITED BY SHARES**

International Consumer Research & Testing Limited

**Dated 30<sup>th</sup> September 2002**

We the undersigned, being all the members of the above-named Company for the time being entitled to attend and vote at General Meetings of the Company HEREBY RESOLVE to pass the following Special Resolution:

**SPECIAL RESOLUTION**

**as Ordinary Resolutions:**

1. (a) **THAT** the authorised share capital of the Company be and is hereby increased from £151,200 to £336,821 by the cancellation of the twenty "B" Ordinary shares of £45 each and the creation of 20 "B" Ordinary shares of £9,326 (€15,000 @ 1.6084\*) each all having the rights and subject to the restrictions as set out in the articles of association of the Company and
- (b) **THAT** the directors of the Company be and are hereby unconditionally authorised for the purposes of section 80 of the Companies Act 1985 at any time and from time to time to allot issue or grant options over all or any of the Company's shares up to a maximum of the amount of the unissued share capital of the Company (£109,129) within the period of 5 years from the date of passing of this resolution and to such persons and on such terms and conditions as they in their sole discretion determine;

**as Special Resolutions:**

2. (a) **THAT** the Articles of Association of the Company be and are hereby altered by the deletion of the current Article 2 and the insertion of the following new Article 2, the revised articles of association of which a print is produced be and are hereby adopted as the articles of association of the Company.

International Consumer Research & Testing Limited  
30 Angel Gate | 326 City Road | London | EC1V 2PT | United Kingdom  
Tel | +44 (0) 20 7713 7325 | Fax | +44 (0) 20 7713 7328

Registered in England No | 224 7570  
VAT | GB 523 2581 66



INTERNATIONAL CONSUMER RESEARCH & TESTING

2. In these Articles:

"A" shares means: the six "A" Ordinary shares each of £25,000 in the Company;

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representing the authorised share capital of the Company at the date hereof and "Ordinary share" means any of the foregoing.

- (b) **THAT** the directors be and are hereby generally and unconditionally authorised for the purposes of section 95 (1) of the Companies Act 1985 ("the Act") to allot equity securities (within the meaning of section 94 of the Act) pursuant to the authority conferred by ordinary resolution 1(b) above for a period of five years from the date of passing of this resolution as if sub-section (1) of section 89 of the Act did not apply to any such allotment.

\* 1.6084 = Bank of England average Jan – June 2002

Signed:

Dated:

13/09/02

Print Name:

LOUISE SYLVAN

Organisation:

A. C. A.



INTERNATIONAL CONSUMER RESEARCH & TESTING

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\* 1.6084 = Bank of England average Jan – June 2002

Signed:

Dated:

.....

Print Name:

Kim Lavelly

Organisation: CONSUMERS ASSOC. (UK)

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Signed:

Dated:

Print Name:

DERMOTT JENSEN

Organisation:

Consumer Associates  
or BRIAN



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Signed:

Dated:

3-9-02

Print Name:

Klauke de Jonge

Organisation:

Consumentenbond

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Signed:

Dated:

5/9/02

Print Name: HERMANN DE WASCH

Organisation: E.A.C.

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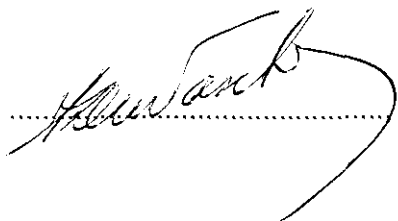
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Signed:



Dated:

9/9/02

Print Name: ARMIN H. D. DE W. SCH.

Organisation: EDI

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Signed:

Dated:

9/9/02

Print Name: ARMAND DE WITSCH

Organisation: EDO

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Signed:

Dated:

9/9/02

Print Name: H. M. H. D. D. E. W. H. S. C. H.

Organisation: V. U.

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Signed:

*(Christine Antoni)*

Dated:

*4<sup>th</sup> Sept '02*

Print Name:

*Christine Antoni*

Organisation:

*FI / Danish Consumer Information Centre*

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Signed:

Dated:

27-11-2002

Print Name:

Barth Tholeus

Organisation:

Norwegian Consumer Council



INTERNATIONAL CONSUMER RESEARCH & TESTING

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Signed: .....

Dated: .....

9 Sept. 2002

Print Name: ..... Rasmus Kjeldahl

Organisation: ..... Forbrugerrådet

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Signed:

Wheys

Dated:

5.09.2002

Print Name:

Marianne MEYER

Organisation:

**FÉDÉRATION ROMANDE  
DES CONSOMMATEURS**

Switzerland

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For and on behalf of  
**CONSUMER COUNCIL**

Signed:

  
AUTHORIZED SIGNATURES

Dated:

27/9/02

Print Name:

Pamela Chan

Organisation:

Consumer Council, Hong Kong SAR

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Signed:

Dated:

25.09.02

Print Name:

Yassin

Organisation:

Konfop

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Signed:

Dated:

3rd September 2002

Print Name: Erik Mickwitz

Organisation: Kuluttajavirasto (KUV)

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Signed:

Dated:

2002-12-04

Print Name:

KARIN LINDELL

Organisation:

KONSORTIUMVERNETZ



INTERNATIONAL CONSUMER RESEARCH & TESTING

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Signed:

Dated:

7. sep. 2002

Print Name: JOHANNES GUNNARSSON

Organisation: NEYTE NDASAMTÖKIN



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Signed:

Dated:

20-9-02

Print Name:

CELIA MURPHY

Organisation: CONSUMERS' INSTITUTE NEW ZEALAND



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Signed:

*B. Kutić*

Dated:

*25.9.2002*

Print Name:

*BREDA KUTIN*

Organisation:

*SCA - Slovene Consumer Association*

ZPS Zveza potrošnikov  
Slovenije - društvo

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Signed:

Dated:

5. Nov. 2002

Print Name:

Jacqueline Bachmann / Kurt Baumgartner

Stiftung für

**KONSUMENTENSCHUTZ**

Postfach, 3000 Bern 23

☎ 031 370 24 24

Fax 031 372 00 27

Organisation:

Suisse

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- (b) **THAT** the directors be and are hereby generally and unconditionally authorised for the purposes of section 95 (1) of the Companies Act 1985 ("the Act") to allot equity securities (within the meaning of section 94 of the Act) pursuant to the authority conferred by ordinary resolution 1(b) above for a period of five years from the date of passing of this resolution as if sub-section (1) of section 89 of the Act did not apply to any such allotment.

\* 1.6084 = Bank of England average Jan – June 2002

Signed:

Dated:

3. Sept. 2002

Print Name: Dr. Werner BRINKMANN

Organisation: STIFTUNG WARENTEST



INTERNATIONAL CONSUMER RESEARCH & TESTING

2. In these Articles:

"A" shares means: the six "A" Ordinary shares each of £25,000 in the Company;

"B" shares means: the twenty "B" Ordinary shares each of £9,326 (€15,000 @ 1.6084\*) in the Company;

"C" shares means: the twenty "C" Ordinary shares each of £15 in the Company;

representing the authorised share capital of the Company at the date hereof and "Ordinary share" means any of the foregoing.

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Signed: .....

Dated: .....

Print Name: .....

Organisation: .....

International Consumer Research & Testing Limited  
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\* 1.6084 = Bank of England average Jan – June 2002

Signed:

Dated:

4.11.2002

Print Name:

HANNES SPITALSKY / MARTIN PROHASKA

Organisation:

VKI