

SCIENTIFIC ANALYSIS LABORATORIES LIMITED

THE COMPANIES ACT 1985

Registered number:2514788

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resolution of the type and in the terms specified below as passed by the members of the Company named above at their extraordinary general meeting duly convened and held at Medlock House New Elm Road Manchester on 29.3.1996

ORDINARY RESOLUTION

1 THAT the share capital of the Company be increased from £100000 to £1000000 by the creation of 900000 new shares of £1 each ranking pari passu in all respects with the existing shares in the capital of the Company and that the memorandum of association be altered accordingly

SPECIAL RESOLUTIONS

2 That the powers of the Directors to allot relevant securities (within the meaning of Section 80(5) of the Companies Act 1985) set out in Article 3 of the Articles of Association of the Company and the disapplication of Section 95 of the Companies Act 1986 in the terms set out in Article 4 of the Articles of Association be and are hereby renewed for a period of five years from the date of passing of this resolution up to an aggregate nominal amount of £900000

3 That the Articles of Association of the Company be amended in the manner following that is to say by adopting a new Article 3A namely:

Article 3A

The share capital of the company is 1000000 divided into 100000 'A' Ordinary Shares of £1 each ("the 'A' Ordinary Shares") 900000 'B' Ordinary Shares of £1 each ("the 'B' Ordinary Shares") and 8 per cent net of ACT Redeemable Preference Shares of £1 each ("the Preference Shares")

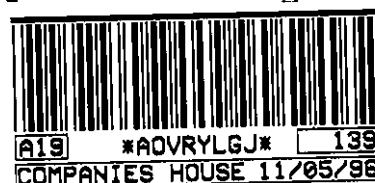
Rights attaching to the 'B' Ordinary Shares
(a) *Rights as to Profits, Assets and Voting:*

(i) As Regards Income:

The 'B' Ordinary Shares shall entitle the holders thereof, pari passu with any other Ordinary Shares created to rank pari passu therewith to a dividend of 10% of the dividend on 'A' Ordinary Shares on the capital for the time being paid up thereon such dividend to be payable at the time any dividend on the 'A' Ordinary Shares is paid

(ii) As Regards Capital:

The 'B' Ordinary Shares shall entitle the holders thereof on a winding up or on a reduction of capital involving a



return of capital, pari passu with any further Ordinary Shares created to rank pari passu therewith to repayment of the capital paid up or credited as paid up thereon

(iii) As Regards Voting:

The 'B' Ordinary Shares shall not entitle the holders to receive notice of or to attend or vote at any general meeting of the company unless the business of the meeting includes the consideration of a resolution for winding up the Company or for a reduction in the capital or any resolution directly or adversely modifying or abrogating any of the special rights or privileges attached to the 'B' Ordinary Shares in which case the holders thereof shall only be entitled to vote at the relevant meeting in respect of such resolution or resolutions

(iv) Conversion

(i) The 'B' Ordinary Shares shall be convertible into Preference Shares at the rate of one Preference Share for each 'B' Ordinary Share converted at any time in accordance with the provisions of this article

(ii) Any conversion pursuant to the rights granted by paragraph (i) of this article 3A (iv) shall be made on the following terms:-

- (1) Conversion shall be effected by notice in writing (hereinafter called "the Conversion Notice") signed by the holder or (in the case of joint holders) each of the holders of the shares in respect of which the conversion rights are to be exercised ("the Relevant Shares") given to the Company.
- (2) Conversion of the Relevant Shares shall take effect immediately upon the delivery of the Conversion Notice (hereinafter called "the Date of Conversion")
- (3) Forthwith after the date of conversion the holders of the Relevant Shares shall send to the Company the certificates in respect of their respective holdings of Relevant Shares and the Company shall issue to such holders respectively certificates for the Preference Shares resulting from the conversion.
- (4) The Preference Shares arising on conversion shall rank pari passu in all respects with the Preference Shares (if any) in the capital of the Company for the time being in issue
- (5) Any conversion of Relevant Shares shall be without prejudice to the right of the holders of those Relevant Shares immediately before conversion to be entitled to claim and pursue any unpaid arrears of dividend which may have become due and payable prior to conversion in accordance with article 3A(a) (i)

Rights attaching to Preference Shares

(b) *Rights as to Profits, Assets and Voting:*

(i) As Regards Income:

The Preference Shares shall entitle the holders thereof, pari passu with any further preference shares created to rank pari passu therewith as regards priority in respect of income, and in priority to any dividend or return of capital on any other class of shares, to a fixed cumulative preferential dividend on the capital for the time being paid up thereon at the rate of 8 per cent per annum, such dividend to be payable by equal half-yearly instalments on 30 June and 31 December in each year in respect of the half-yearly periods ending on those respective dates the first payment to be on 31 December next following the date of issue of the relevant shares

(ii) As Regards Capital:

The Preference Shares shall entitle the holders thereof on a winding up or on a reduction of capital involving a return of capital, pari passu with any further redeemable preference shares created to rank pari passu therewith as regards priority in respect of capital, and in priority to any return of capital on any other class of shares, to repayment of the capital paid up or credited as paid up thereon together with a sum equal to any arrears or accruals of the fixed cumulative preferential dividend thereon calculated down to the date of repayment whether or not such dividend shall have been declared or earned

(iii) As Regards Voting:

The Preference Shares shall not entitle the holders to receive notice of or to attend or vote at any general meeting of the Company unless either (i) at the date of the notice convening the meeting the dividend on the Preference Shares is six months in arrear and for this purpose such dividend shall be deemed to be payable on 30 June and 31 December in each year except that the first dividend shall be deemed to be payable on 31 December following the date of issue of the relevant shares or (ii) the business of the meeting includes the consideration of a resolution for winding up the Company or for a reduction in the capital or any resolution directly or adversely modifying or abrogating any of the special rights or privileges attached to the Preference Shares in which case the holders thereof shall only be entitled to vote at the relevant meeting in respect of such resolution or resolutions

(iv) Redemption:

- (i) The Company shall subject to the provisions of the Companies Act 1985, be entitled on giving at any time to the holders of the Preference Shares not less than one months notice in writing to redeem at par at any time prior to 31.3.2016 any of the Preference Shares
- (ii) The Company shall redeem at par on 31.3.2016 all of the Preference Shares not previously redeemed or converted
- (iii) The Company shall upon the redemption of any of the Preference Shares pay to the holders of the Preference Shares so redeemed any arrears of

- preference dividend
- (iv) The Company shall further upon the redemption of any of the Preference Shares (or so soon thereafter as the amount of such final dividend shall have been determined) pay to the holders of the Preference Shares a final dividend ("Final Dividend") equal to that fraction of the preference dividend which would if there had been no redemption have become payable on the next following dividend date pursuant to article 3A(b) (i) as the number of days between the last dividend date before redemption and the date of redemption bears to the number of days between the dividend dates next before and next after the date of redemption and so that any final dividend shall on the date of redemption ipso facto and without any resolution of the directors or of the Company in general meeting (and notwithstanding anything contained in regulations 102-104 (inclusive of table A)) become a debt due from and immediately payable by the Company the holders of the Preference Shares redeemed.
 - (v) Any redemption of the Preference Shares may be effected out of the accumulated profits of the Company out of the proceeds of a fresh issue of shares made for the purpose of such redemption or in any other manner resolved by the directors and for the time being permitted by law.
 - (v) Other Rights:
The Preference Shares shall not confer on the holders thereof any further rights to participate in the profits or assets of the company or to vote

Rights attaching to both the 'B' Ordinary Shares and the Preference Shares

Application of surplus assets on a winding up:

In the winding up of the Company the surplus assets shall be applied to the following purposes and in the following order of priority:-

- (i) to the repayment of capital paid up or credited as paid up, and the payment of the premium (if any) on the Preference Shares (and on any further preference shares ranking pari passu therewith as regards priority in respect of capital) together also with any arrears or accruals of fixed dividend in accordance with the rights of all such shares;
- (ii) to the repayment of the capital paid up or credited as paid up on the 'A' Ordinary Shares of £1 each and any surplus assets shall be dividend amongst the holders of the 'A' Ordinary Shares of £1 each in proportion to the number or Ordinary Shares of £1 each held by then respectively
- (iii) to the repayment of the capital paid up or credited as paid up on the 'B' Ordinary Shares of £1 each and any surplus assets shall be divided amongst the holders of the 'B' Ordinary Shares of £1 each in proportion to the number of 'B' Ordinary Shares of £1 each held by them respectively


Company secretary.

Dated 12 April 1996

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