

# 18-01-96

We certify that this is a true copy of  
the original document.  
BROWNING & CO., 10 MARKET PLACE, REDDITCH.

Browning & Co.

Company Number: 2597710

DEAMAS DISPOSABLES LIMITED

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING OF  
the above named Company will be held at Washford House, Claybrooke Drive  
14th January 1996 at 1.00 a.m./p.m. for the  
purpose of considering and, if thought fit, passing the following  
resolutions.

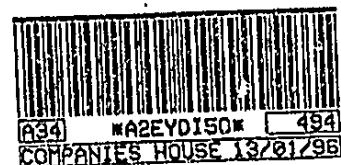
To be proposed as  
SPECIAL RESOLUTIONS

Increase in authorised capital

1. That the authorised share capital of the Company be hereby  
increased from £50,000 to £73,430 by the creation of:-
  - (A) 21,430 'A' ordinary shares of £1 each; and
  - (B) 200,000 preference shares of 1 penny each;all such shares having the respective rights set out in the  
articles of association of the Company as proposed to be adopted  
by the resolution set out below.

Approval of share allotment and  
share subscription and exclusion of pre-emption rights

2. (A) That the directors are unconditionally authorised for  
the purposes of section 80 of the Companies Act 1985 to  
allot and dispose of or grant options over the Company's  
shares to such persons, on such terms and in such manner as  
they think fit, up to a total issued share capital of the  
Company of £73,430 at any time during the period of five  
years from the date hereof;  
(B) That by virtue of section 95(1) of the Companies Act  
1985, section 89(1) shall not apply to the allotment of  
shares pursuant to the authority conferred by the preceding  
paragraph of this resolution;



(C) That the subscription by 3i Group plc ('3i') for 21,430 'A' ordinary shares of £1 each in the Company representing approximately 30% of the issued equity share capital of the Company after such subscription and for 200,000 preference shares of 1 penny each in the Company both on the terms set out in an accepted investment offer entered into between the Company and 3i (a copy of which has been produced to this meeting) be and is hereby approved.

Adoption of new articles of association

3. That the articles of association contained in the printed document produced to the meeting marked 'A' and for the purpose of identification signed by the chairman thereof be and the same are approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all the existing articles of association of the Company.



BY ORDER OF THE BOARD  
P Ann Mason  
Secretary

Dated: 4<sup>th</sup> January 1996

Registered Office: Unit 24 Walkers Road, North Moons Moat,  
Redditch, Worcestershire, B98 9HE

A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote on his behalf. A proxy need not be a member of the Company.

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Company Number: 2597710

COMPANIES ACT 1985DEAMAS DISPOSABLES LIMITEDCONSENT TO SHORT NOTICE

WE, being all the members of the above Company holding all the issued share capital of the above Company giving a right to attend and vote at the Extraordinary General Meeting convened by the above Company in the attached Notice, HEREBY CONSENT to such Meeting being held on the date specified in such Notice and to the resolutions set out in such Notice being proposed and passed thereat as special resolutions notwithstanding that less than the requisite period of notice of such Meeting may have been given.

Date: 4<sup>th</sup> January 1996

.....*M L Mason*.....  
M L Mason

.....*S J Day*.....  
S J Day

.....*P A Mason*.....  
P A Mason

.....*D Boswell*.....  
D Boswell

WE HEREBY CERTIFY that:-

1. the meeting convened by the attached notice of extraordinary general meeting was properly convened and duly held;
2. the resolutions set forth in the said notice were duly passed thereat without amendment; and
3. the Secretary of the Company has been directed to file a copy of such resolutions with the Registrar of Companies where necessary.

Date:

4<sup>th</sup> January

1996

Chairman .....

*G. F. Hassan*

Secretary .....

*M. Khan*