

PREBON INTERNATIONAL LIMITED
NO. 2619854
THE COMPANIES ACT 1985

SPECIAL RESOLUTION
OF
PREBON INTERNATIONAL LIMITED
(passed on 30 April 1993)

At an Extraordinary General Meeting of the above-named Company duly convened and held on 30 April 1993 the following resolutions were duly passed as Special Resolutions.

SPECIAL RESOLUTIONS

"THAT

- (i) the authorised share capital of the company be increased from £100,000 to £4,656,304 by the creation of 2,228,152 ordinary shares of £1 each and 2,328,152 deferred shares of £1 each;
- (ii) new Articles of Association in the form of the draft produced to the meeting and signed for identification purposes by the Chairman of the meeting be adopted as the Articles of Association of the Company in substitution for the existing Articles of Association of the Company.
- (iii) the sum of £4,074,166 standing to the credit of the reserves of the company be capitalised and the same be applied in paying up in full at par 2,328,052 ordinary shares of £1 each in the capital of the Company and 1,746,114 deferred shares of £1 each in the capital of the Company and the Directors are hereby instructed to issue forthwith such new 2,328,052 ordinary shares and such new 1,746,114 deferred shares to the holders of ordinary shares on the register of the Company immediately prior to the passing of this resolution in proportion to their existing holdings of ordinary shares, or as such holders may direct; and
- (iv) Regulation 3 of the Company's Articles of Association be varied to the extent necessary to give effect to the issue of shares pursuant to sub-paragraph (iii) above."



P. Clarke

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for the Secretaries