

Companies Act 1985

Special Resolutions

of

Oval (732) Limited

At an Extraordinary General Meeting of the shareholders of the Company held on 4th September 1991 the following resolutions were passed as special resolutions of the Company:-

Increase in authorised capital

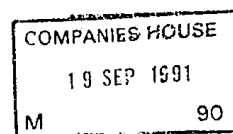
1. That the authorised share capital of the Company be hereby increased from £100 to £600,000 by the creation of:-

(a) 179,900 ordinary shares of £1 each ranking pari passu in all respects with the existing 100 ordinary shares in the Company;

(b) 120,000 "A" ordinary shares of £1 each; and

(c) 400,000 preference shares of 75p 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 resolutions 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 £600,000 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 120,000 "A" ordinary shares of £1 each in the Company representing approximately 40% of the issued equity share capital of the Company after such subscription and for 400,000 preference shares of 75p each in the Company both on the terms set out in an agreement to be entered into between the Company and 3i (a draft 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.

..... Rb. Ranley.....

Director for and on behalf
of OVALSEC LIMITED

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Director for and on behalf
of OVAL NOMINEES LIMITED