

No: 2661275

THE COMPANIES ACT 1985 (AS AMENDED)

Company limited by shares

EXTRAORDINARY RESOLUTION

of

the holders of the "A" Ordinary Shares in the capital of

THE GAYMER GROUP EUROPE LIMITED

At an Extraordinary General Meeting of the above named Company duly convened and held on *1st March* 1995 the following resolution was passed as an extraordinary resolution:-

EXTRAORDINARY RESOLUTION

"THAT this Separate Class Meeting of the holders of the "A" Ordinary Shares in the capital of the Company hereby sanctions the passing of the resolution set out in the notice dated *28th February*, 1995 convening an extraordinary general meeting of the Company on

1st March, 1995 (a copy of such notice having been produced to this meeting and for the purpose of identification signed by the Chairman thereof) and hereby sanctions each and every variation, modification or abrogation of the rights and privileges attached or belonging to the "A" Ordinary shares effected thereby or necessary to give effect thereto."

[Signature]
.....

Chairman of the meeting

ANH0038.95D

