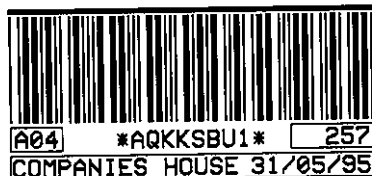


## AVONSIDE GROUP PLC

(Registered in England and Wales No. 2666866)

At the third Annual General Meeting of the company held at The Georgian House Hotel, Manchester Road, Blackrod, Bolton on Tuesday 23rd May 1995 the following resolutions were passed as to Resolution No. 6 as an Ordinary Resolution and as to Resolutions nos. 7 and 8 as Special Resolutions:

6. "That the authority of the directors contained in Article 5.2 (a) of the Articles of Association of the company (the "Articles"), pursuant to and in accordance with Section 80 of the Companies Act 1985 (the "Act"), to exercise all the powers of the company to allot relevant securities (within the meaning of Section 80 (2) of the Act) up to an aggregate nominal amount equal to the Section 80 Amount (as defined in Article 5.2 (d) (iii) of the Articles) be and is hereby renewed, provided that the Section 80 Amount for the purposes of this renewed authority shall be relevant securities up to an aggregate nominal amount equal to £3,131,750 and that this renewed authority shall expire (save as provided in Article 5.2 (c) of the Articles) on the date which is five years from the date of passing this resolution."
7. "That the power of the directors contained in Article 5.2 (b) of the Articles to allot equity securities (within the meaning of Section 94 (2) of the Act) wholly for cash pursuant to and within the terms of the authority conferred in resolution 6 above:
  - (a) in connection with a Rights Issue (as defined in Article 5.2 (d) (i) of the Articles), and



- (b) otherwise than in connection with a Rights Issue up to an aggregate nominal amount equal to the Section 89 Amount (as defined in Article 5.2 (d) (iv) of the Articles),

as if Section 89 (1) of the Act did not apply to any such allotment, be and is hereby renewed, provided that the Section 89 Amount for the purposes of this renewed power shall be equity securities up to an aggregate nominal amount of £543,412 and that this renewed power shall expire (save as provided in Article 5.2 (c) of the Articles) on the earlier of the date of the next Annual General Meeting of the company after the passing of this resolution and 22nd August 1996."

- 8. To consider and, if thought fit, pass the following resolution as a Special Resolution of the company:

"That the Articles of Association of the company be and are amended with effect from the close of this meeting as follows:-

- (A) by the following changes being made to Article 32:

- (i) the insertion in Article 32 at the end of the first sentence after the words "which is not fully paid" of the following:-

"provided that, where any such share is admitted to the Official List of the London Stock Exchange, such discretion may not be exercised in such a way as to prevent dealings in such shares from taking place on an open and proper basis"; and

- (ii) the insertion in line 2 of paragraph (a) of Article 32 of the words "if so required by law" after the words "chargeable to stamp duty";

(B) by the following changes to Article 45:

- (i) the deletion from sub-paragraph (i) of paragraph (e) of Article 45.1 of the words "(within the meaning in Section 14 of the Company Securities (Insider Dealing) Act 1985)" and the substitution therefor of the words "("take-over offer for the company" meaning an offer made to all the holders (or all the holders other than the person making the offer and his nominees) of the shares in the company to acquire those shares or a specified proportion of them, or to all the holders (or all the holders other than the person making the offer and his nominees) of a particular class of those shares to acquire the shares of that class or a specified proportion of them)";
- (ii) the deletion from paragraph (a) of Article 45.2 of the words "or to exercise any other right conferred by membership in relation to any such meeting";
- (iii) the deletion from sub-paragraph (i) of paragraph (b) of Article 45.2 of the words "whether", "capital or" and "or otherwise" where they appear in lines 1 and 2 thereof and the insertion of the word "and" after the

semi-colon at the end of this sub-paragraph; and

- (iv) the deletion of the existing sub-paragraph (ii) of paragraph (b) of Article 45.2 and the re-numbering of the existing sub-paragraph (iii) of paragraph (b) of Article 45.2 as new sub-paragraph (ii) of paragraph (b) of Article 45.2;
- (C) by the deletion of the word "and" where it appears in line 6 of paragraph (f) of Article 109.2 and by the substitution therefor of the word "or";
- (D) by the deletion of Article 123 in its entirety and by the substitution therefor of the following new Articles 123.1 and 123.2:-

"123.1 Any dividend or other money payable in respect of a share may be paid by cheque, warrant or financial instrument, or by other means sent direct to the registered address of the person entitled thereto or, if two or more persons are the holders of the share or are jointly entitled to it by reason of the death or bankruptcy of the holder, to the registered address of that one of those persons who is first named in the register of members or to such person and to such address as the person or persons entitled may in writing direct. Such payment may be sent through the post or equivalent means of delivery or by such other means, including electronic media, as the

company may decide. Every such cheque, warrant, financial instrument or other form of payment shall be made payable to the person or persons to whom it is sent or to such other person as the holder, or joint holders or person or persons entitled in consequence of the death or bankruptcy of the holder may direct, and payment of the cheque, warrant, instrument or other form of payment shall be a good discharge to the company. Every such payment shall be sent at the risk of the person entitled to the money represented thereby and any joint holder or other person jointly entitled to a share as aforesaid, may give receipts for any dividend or other money payable in respect of that share.

- 123.2 The company may cease to send any cheque, warrant or financial instrument by post for any dividend on any shares which is normally paid in that manner if, in respect of at least two consecutive dividends payable on those shares, the cheque, warrant or financial instrument has been returned undelivered or remains uncashed or if, following one such occasion, reasonable enquiries have failed to establish any new address of the registered holder. The company shall, subject to the provisions of these Articles, recommence sending the cheques, warrants or financial instruments in respect of the dividends payable on those shares, if the holder or person entitled by transmission claims the arrears of

dividend and does not instruct the company to pay future dividends in some other way."; and

- (E) By the deletion of Article 128 in its entirety and by the insertion in its place of the following:-

"Notwithstanding any other provision of these Articles, but without prejudice to any rights attached to any existing shares, the company or the directors may fix a date (the "record date") as the date at the close of business (or such other time as the directors may determine) on which persons registered as the holders of shares (or other securities) shall be entitled to receipt of any dividend, distribution, interest, allotment, issue, notice, information, document or circular and such record date may be on or at any time before the date in which the same is paid or made or (in the case of any dividend, distribution, interest, allotment or issue) at any time after the same is recommended, resolved, declared or announced but without prejudice to the rights in respect of the same of transferors and transferees of any such shares (or other securities) inter se".

By order of the Board

Director