

No 2693107

SEEBOARD INTERNATIONAL LIMITED

**SPECIAL RESOLUTION**



\*AIQRT2VE\*

A17/RECEIPT DATE:12/07/94

At the Annual General Meeting of the Company held at the registered office, Forest Gate, Brighton Road, Crawley, West Sussex on Friday 24 June 1994 the following resolution was passed as a special resolution:-

To amend the Articles of Association of the Company in the following manner:

**Article 11**

Insert new Article 11.9 as follows:

"For the purposes of this Article 11 the term "Director" or "Directors" shall exclude the Managing Director."

**Article 20**

Delete existing Article and substitute:

"Unless and until otherwise determined by special resolution of the Company there shall be a maximum number of seven Directors and the minimum number of Directors shall be two."

**Article 31**

Delete existing Article 31.1 and substitute:

"The Directors may meet together (being not less than four times a year) for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Unless all Directors indicate their willingness to accept shorter notice of a meeting of Directors, at least seven clear days' prior notice of the time and place of each meeting of Directors shall be given. Questions arising at any meeting shall be determined by a majority of votes provided that such majority shall include not less than four Directors, two of which have been appointed by Seeboard pursuant to Article 26.1 and two by ESBI pursuant to Article 26.2."

**Article 32**

Delete existing Article and substitute:

"The quorum necessary for the transaction of the business of the Directors shall be two Directors one of whom has been appointed by Seeboard pursuant to Article 26.1 (the "Seeboard Directors") and the other appointed by ESBI pursuant to Article 26.2 (the "ESBI Directors") or their respective alternates present throughout the meeting at which the business is to be transacted. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, and if at the

adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Director or Directors and/or alternate Director or Directors present shall be a quorum and will constitute a valid meeting for all purposes. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting."



.....  
M A NAGLE  
Company Secretary