

No. 2766044

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION

of

LEADA ACROW LIMITED

(Passed 23 February 1996)

At a SEPARATE CLASS MEETING of the holders of "B" ordinary shares of £1 each in the capital of the above-named Company, duly convened and held at 10 Snow Hill, London EC1A 2AL on 23 February 1996 the following resolution was passed as an Extraordinary Resolution.

EXTRAORDINARY RESOLUTION

THAT the holders of the "B" ordinary shares of £1 each in the capital of the Company (the "B Shares") hereby sanction and consent to:-

- (1) the passing and carrying into effect of the resolution of the Company contained in the notice of Extraordinary General Meeting of the Company convened for 23 February 1996 (a copy of which is produced to the meeting and signed by the Chairman thereof for the purposes of identification); and
- (2) any variation or abrogation and/or deemed variation of the rights attached to the B Shares which will or may result from the passing and carrying into effect of such resolution and/or the amendment to the Articles of Association of the Company to be effected thereby.

.....
Chairman

