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Company No: 2809261

THE COMPANIES ACTS 1985 and 1989  
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

CROWN BUCKLEY LIMITED  
 (passed on 14th June 1993)



At an Extraordinary General Meeting of the above-named Company duly convened and held on 14th June 1993 at Fitzalan House, Fitzalan Road, Cardiff CF2 1XZ the following Resolution was passed as a Special Resolution.

SPECIAL RESOLUTION

THAT:

- (1) the one Ordinary Share of £1 registered in the name of Michael Salter and the one Ordinary Share of £1 registered in the name of Richard Cunningham each be and is hereby subdivided, converted into and redesignated as 100 Ordinary Shares of 1 penny each having the rights and restrictions set out in the new Articles of Association to be adopted pursuant to sub-paragraph (5) below;
- (2) each of the remaining Ordinary Shares of £1 each in the authorised share capital of the Company be and is hereby subdivided, converted into and redesignated as 100 Ordinary Shares of 1 penny each having the rights and restrictions set out in the new Articles of Association to be adopted pursuant to paragraph (5) below;
- (3) the share capital of the Company be increased to £740,829 by the creation of:-
  - (i) 140,001 Ordinary Shares of 1 penny each;
  - (ii) 713,829 15% Cumulative Redeemable Preference Shares of £1 each;
  - (iii) 2,200,000 8% Cumulative Redeemable Preference Shares of one penny each; and
  - (iv) 349,999 8% Cumulative Convertible Preferred Ordinary Shares of one penny each

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in each case having the rights and restrictions set out in the new Articles of Association to be adopted pursuant to paragraph (5) below;

- (4) the Memorandum of Association of the Company be amended by the deletion of the existing Clauses 3 and 5 of the Memorandum and the adoption of the new Clauses 3 and 5 set out in the printed document submitted to this Meeting and marked "A" and for the purpose of identification signed by the Chairman;
- (5) the Regulations contained in the printed document submitted to this Meeting and marked "B" and for the purpose of identification signed by the Chairman be and the same are hereby 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;
- (6) in accordance with Section 80 of the Companies Act 1985 the Directors be and are hereby generally and unconditionally authorised, for the period commencing on and with effect from the date of adoption of this Resolution and expiring on the fifth anniversary of such date, to exercise all the powers of the Company:-
- (i) to allot up to 150,001 Ordinary Shares of one penny each;
  - (ii) to allot up to 713,829 15% Cumulative Redeemable Preference Shares of £1 each;
  - (iii) to allot up to 2,200,000 8% Cumulative Redeemable Preference Shares of one penny each;
  - (iv) to allot up to 349,999 8% Cumulative Convertible Preferred Ordinary Shares of one penny each; and
  - (v) to grant Warrants for up to 200,000 8% Cumulative Convertible
- (7) the pre-emption provisions contained in Section 89 of the Companies Act 1985 are excluded and shall not apply to the allotment of the Shares and the Warrants pursuant to the authority granted to the directors by paragraph (6) above.

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CHAIRMAN