

**Company Number: 2826318**

**THE COMPANIES ACT 1985**

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**COMPANY LIMITED BY SHARES**

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**ORDINARY AND SPECIAL RESOLUTIONS**

**OF**

**FRESHQUEST LIMITED**

**PASSED ON 16TH AUGUST 1994**

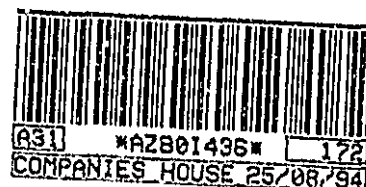
At an Extraordinary General Meeting of the Company duly convened and held and constituted on 16th August 1994, the following Resolutions were passed, Resolutions 1 and 2 as Ordinary Resolutions and Resolutions 3,4 and 5 as Special Resolutions:-

**ORDINARY RESOLUTIONS**

1. THAT 300 of the existing 1,000 Ordinary Shares of £1.00 each in the capital of the Company be sub-divided into 100 "A" Ordinary Shares, 100 "B" Ordinary Shares and 100 "C" Ordinary Shares of £1.00 each, the said Ordinary Shares to confer on the holders the rights and restrictions expressed to be attached to them by the Articles of Association of the Company as proposed to be altered by Resolution 5 and

THAT each of the following shares of £1.00 each in the present capital of the Company which have been issued and are credited as fully paid be designated into "A" Ordinary Shares and be deemed to form part of the 100 "A" Ordinary Shares referred to above:

- 1 Subscriber Share registered in the name of Roderic Cameron Mather
- 1 Subscriber Share registered in the name of George Bradwell Barlow



- 1 fully paid Share registered in the name of George Bradwell Barlow.

2. THAT in addition and without prejudice to all existing authorities in that regard, the Directors be and are hereby generally and unconditionally authorised pursuant to and for the purposes of 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 that Section) of the Company up to an aggregate nominal amount of £700 provided that this authority shall expire on the date five years after the passing of this Resolution, or if sooner, the Annual General Meeting of the Company in 1999 except that the Company may before the expiry of such period, make an offer or agreement which would or might require relevant securities to be allotted after the expiry of such period and the Directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

### SPECIAL RESOLUTIONS

3. THAT in addition and without prejudice to all existing authorities in that regard, the Directors be and are hereby empowered pursuant to Section 95(1) of the Act to allot equity securities (as defined in Section 94(2) of the Act) of the Company pursuant to the authority conferred by Resolution 2 above as if Section 89(1) of the Act did not apply.
4. That the Memorandum of Association of the Company be altered by the deletion of the existing Clause 5 and the substitution therefor of the following new Clause 5:  
  
"The Company's share capital as at the date of adoption of this Clause, is £1,000 divided into 1,000 Ordinary shares of £1.00 each : 100 "A" Ordinary Shares, 100 "B" Ordinary Shares, 100 "C" Ordinary Shares and 700 Ordinary Shares.
5. That the Articles of Association be altered by the deletion of the existing regulations 2, 3 and 4(i) and the substitution therefor of the following regulations:
  2. The share capital of the Company at the date of adoption of this regulation is £1,000 divided into 1000 Ordinary Shares of £1 each: 100 "A" Ordinary Shares, 100 "B" Ordinary Shares, 100 "C" Ordinary Shares and 700 Ordinary Shares.
  3. (i) The Directors of the Company allot may (subject to these Articles and Section 80 of the Act) grant options over or otherwise deal with or dispose of any relevant securities (as defined by Section

80(2) of the Act) in the Company on such terms and conditions and in such manner as they shall think proper.

- (ii) The Directors of the Company are generally and unconditionally authorised during the period of five years after the passing of the resolution substituting this regulation to allot grant rights to subscribe for or convert securities into shares in relation to the existing 700 unissued Ordinary Shares in the authorised share capital of the Company to such persons at such times and on such terms and conditions as they think fit subject to the provisions of Section 80 of the Act

- 4(i) The "B" Ordinary Shares and the "C" Ordinary Shares in the capital of the Company shall not be issued except to the holders of the "B" Ordinary and "C" Ordinary Shares respectively for the time being pro rata their registered holdings thereof, and the authority of the Directors to issue shares shall be restricted accordingly.

The offer shall be made by notice specifying the number of "B" Ordinary or "C" Ordinary Shares offered and limiting a period (not being less than fourteen days) within which the offer if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made on the same terms, in the same manner and limited by the same period as the original offer.

Any "B" Ordinary and "C" Ordinary Shares not accepted pursuant to such offer or further offer as aforesaid shall be offered to the holders of the "C" Ordinary Shares and "B" Ordinary Shares respectively, in the manner set out above.

Any shares not so accepted may be disposed of by the Directors in such manner as they shall think most beneficial to the Company.



CHAIRMAN