

No. 2878879

THE COMPANIES ACT 1985
SPECIAL RESOLUTION
of
EUROCAPS LIMITED

At an extraordinary general meeting of the above named Company duly convened and held on
19 June 1996 the following resolutions were passed as Special Resolutions:-

SPECIAL RESOLUTIONS
Increase in authorised capital

1. That the authorised share capital of the Company be hereby increased from £322,500 to £431,900 by the creation of:-
 - (A) 20,000 ordinary shares of £1 each ranking pari passu in all respects with the existing ordinary shares in the Company; and
 - (B) 89,400 "A" ordinary shares of £1 each ranking pari passu in all respects with the existing "A" ordinary shares in the Company.

Approval of share allotment
and share subscription and exclusion of
pre-emption rights

2. (A) That the directors are unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to allot and dispose of or grant options over the Company's shares to such persons, on such terms and in such manner as they think fit, up to a total issued share capital of the Company of £431,900 at any time during the period of five years from the date thereof;
- (B) That by virtue of section 95(1) of the Companies Act 1985, section 89(1) shall not apply to the allotment of shares pursuant to the authority conferred by the preceding paragraph of this resolution;
- (C) That the subscription by 3i Group plc ("3i") for 80,000 "A" ordinary shares of £1 each in the Company on the terms set out in an accepted investment offer entered into between the Company and 3i (a copy of which has been produced to this meeting) be and is hereby approved.


CHAIRMAN

RML102198-20/06/96

