

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

TILLIAN LIMITED

In accordance with regulation 53 of Table A in the Schedule to the Companies (Table A to F) Regulations 1985 (as amended) (as incorporated in the Company's articles of association), we, being the sole member of the Company who would, at the date of this resolution, have been entitled to vote upon it as if it had been proposed at a general meeting at which we were present, pass the following resolution as a special resolution and agree that it shall be as valid and effective as if it had been passed as a special resolution at a general meeting of the Company, duly convened and held:

SPECIAL RESOLUTION

THAT the articles of association of the Company be altered by the deletion of article 6 and the substitution for it of the following new article 6:

"The Directors shall be obliged to register any transfers of shares whether fully paid or not, provided that any such transfer has been made in accordance with the provisions of these articles and the Act."

Dated 10 January 1995

Signed 

For and on behalf of Arcadian International Plc

