

21-07-95

MJP/KM/PH/MIN-2861/11-07-95

NO. 3029225

FIRST EGM

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION

of

FRUITENJOY LIMITED

Passed 10th July 1995



At an EXTRAORDINARY GENERAL Meeting of the above named company duly convened and held on 10th July 1995 the following resolution was duly passed as a SPECIAL RESOLUTION:-

SPECIAL RESOLUTION

THAT:-

- a) the two shares of £1 each in the capital of the Company currently in issue and the 998 shares of £1 each in the authorised share capital of the Company which are currently unissued be re-classified as Ordinary Shares, in each case having the rights and being subject to the restrictions set out in the new Articles of Association of the Company;
- b) the authorised share capital of the Company be increased by £4,999,000.00 to £5,000,000.00 by the creation of an additional 4,449,000 Ordinary Shares of £1 each to form one class of shares with the existing Ordinary Shares in the capital of the Company and 550,000 6% Non-Cumulative Preference Shares of £1 each having the rights and being subject to the restrictions set out in the Articles of Association of the Company;



21-07-95

HJP/KM/PH/MIN-2861/11-07-95

- c) the Directors be generally and unconditionally authorised in accordance with 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 Section 80(2) of the Act) of the Company up to an aggregate nominal amount of £4,999,998.00 during the period commencing on the date of passing of this resolution and expiring at the conclusion of the Annual General Meeting of the Company to be held in 1996, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired, such authority to apply to the exclusion of any previous authority under Section 80 of the Act;
- d) the Directors be empowered pursuant to Section 95 of the Act, and in substitution for any existing power under that Section until the conclusion of the Annual General Meeting of the Company in 1996, to allot equity securities (as defined in Section 94(2) of the Act) for cash pursuant to the authority conferred on them by paragraph (c) of this resolution as if Section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:-
 - (i) the allotment and issue of up to 4,200,000 Ordinary Shares and 550,000 6% Non-Cumulative Preference Shares in connection with the conditional offer for subscription of Ordinary Shares and Non-Cumulative Preference Shares proposed to be made to CVCP and to those institutions which are members of CVCP;
 - (ii) the allotment of 49,998 Ordinary Shares to CVCP;
 - (iii) the allotment otherwise than pursuant to sub paragraphs (i) and (ii) above of equity securities having an aggregate nominal value equal up to 4% of the equity share capital (as defined in Section 744 of the Act) of the Company in issue immediately following completion of the offer for subscription described in paragraph (i) above; and
- e) new Articles of Association (in the form attached to this Resolution and initialled by the Chairman of the Meeting for the

21-07-95

MJP/KH/PH/MIN-2861/11-07-95

purposes of identification) be adopted in substitution for and to the exclusion of the existing Articles of Association of the Company.

A handwritten signature in cursive script, appearing to read "John L. ...", followed by a dotted line.

CHAIRMAN