

3047122

222nd SHELF INVESTMENT COMPANY LIMITED
(the "Company")

Written Resolution

We, the undersigned, being all the members of the Company entitled to attend and vote at any general meeting of the Company in respect of the Resolution set out below, HEREBY AGREE, pursuant to Regulation 53 of Table A Companies Act 1985 as incorporated by Article 1 of the Articles of Association of the Company and amended by Article 10 of the same, that the following resolution be passed as a Special Resolution of the Company:

SPECIAL RESOLUTION

That:-

- (1) each of the existing 100 Ordinary Shares of £1 each in the authorised capital of the Company be and it is hereby sub-divided and redesignated as 100 "B" Ordinary Shares of 1p each;
- (2) the share capital of the Company be increased to £7,178,000 by the creation of:
 - (i) 160,000 "A" Ordinary Shares of 1p each;
 - (ii) 510,000 "B" Ordinary Shares of 1p each;
 - (iii) 120,000 "C" Ordinary Shares of 1p each;
 - (iv) 7,170,000 Preference Shares of £1 each



in each case having the rights and restrictions set out in the new Articles of Association to be adopted pursuant to sub-paragraph (3) of this resolution;

- (3) the regulations contained in the printed document submitted to this meeting, 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;
- (4) 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 passing of this Resolution and expiring on the fifth anniversary of such date, to exercise all the powers of the Company;

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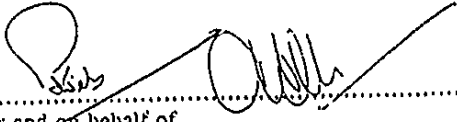
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- (i) to allot up to 160,000 "A" Ordinary Shares of 1p each;
 - (ii) to allot up to 519,800 "B" Ordinary Shares of 1p each;
 - (iii) to allot up to 120,000 "C" Ordinary Shares of 1p each;
 - (iv) to allot up to 7,170,000 Preference Shares of £1 each;
- (5) 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 pursuant to the authority granted to the directors by sub-paragraph (4) above; and
- (6) the name of the Company be changed to: "TGE Group Limited".

Signed


For and on behalf of
SUK BOF III NOMINEES LIMITED
as nominee of BARINGS (GUERNSEY)
LIMITED as trustee of SCHRODER UK
BUY-OUT FUND III TRUST I

Dated 27 December 1995

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