

22 - 07 - 98

Slaughter and May

4/27/1998 4:13

PAGE 24/108

RightFAX

Registered No: 3053570

IGE USA GROUP LIMITED

Resolution made by IGE USA Investments as the sole shareholder of the above Company (holding all of the Company's ordinary shares of £1 each, redeemable shares of £1 each, "Y" shares of £1 each and preference shares of £1 each for the time being in issue).

We, IGE USA Investments of 3rd Floor, 1 Trevelyan Square, Boar Lane, Leeds LS1 6HP, being the sole shareholder of the Company, hereby record for the purposes of Section 382B of the Companies Act 1985 that we have resolved as follows, to the intent that this resolution shall take effect as a Special Resolution passed at a general meeting of the Company:

RESOLUTION

"THAT:

1. the capital of the Company be and is hereby increased from £1,525,000,000 to £1,525,000,100 by the creation of 100 non-voting "A" preference shares of £1 each. The non-voting "A" preference shares have the same rights as and rank equally in all respects with the ordinary shares of £1 each save that:
  - (i) Capital: the holders of non-voting "A" preference shares shall be entitled on a winding up or other return of capital to receive out of the assets of the Company available for distribution amongst the Members an amount equal to the nominal value thereof in priority to any other distribution to Members of the Company on such winding up or other return of capital; save as aforesaid, the holders of such preference shares shall have no rights to participate in the assets of the Company on a winding up or other return of capital;
  - (ii) Voting: the non-voting "A" preference shares shall not confer on the holders thereof the right to receive notice of or to attend, speak or vote at any general meeting of the Company; and
2. the Board be and is hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985) up to an aggregate nominal amount of £1,525,000,100 provided that this authority shall expire on the fifth anniversary of the date of this resolution 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 Board may allot relevant



# 22 - 07 - 98

Slaughter and May

4/27/1998 4:13

PAGE 25/108

RightFAX

2

securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired."

and we hereby confirm for the purposes of Article 7 in Part 2 of the Company's Articles of Association that we consent to any and all alterations or abrogations to or from any of the rights attaching to the shares of each class in the capital of the Company which may be entailed by the passing of the foregoing resolution.

Signed: 

for and on behalf of

IGE USA Investments

Date: 