

THE COMPANIES ACTS 1985

COMPANIES HOUSE 23/12/95

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

TEMPLECO 262 LIMITED  
(‘the Company’)

(Passed on 18 December 1995)



At an Extraordinary General Meeting of the Company, duly convened, and held at 12 Gough Square, London EC4A 3DE on 18 December 1995 the following resolutions were passed as Special Resolutions:-

SPECIAL RESOLUTIONS

Increase in authorised share capital

1. That the authorised share capital of the Company be hereby increased from ~~£2~~<sup>£100</sup> to £385,000 by the creation of:-
  - (a) 249,998 ordinary shares of £1 each ranking pari passu in all respects with the existing ordinary shares in the Company; and
  - (b) 135,000 ‘A’ ordinary shares of £1 each;

all such shares having the respective rights set out in the articles of association of the Company as proposed to be adopted by the resolutions set out below.

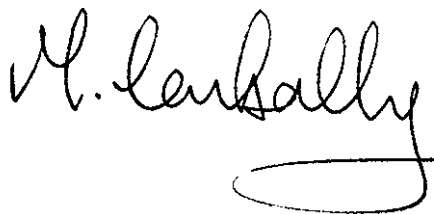
Approval of share allotment  
and share subscription and exclusion of  
pre-emption rights

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 £385,000 at any time during the period of five years from the date hereof;
  - (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 135,000 'A' ordinary shares of £1 each in the Company representing approximately 35% of the issued equity share capital of the Company after such subscription 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;
- (d) That the provisions of article 5 of the articles of association of the Company shall not apply to the issue of the 'A' ordinary shares referred to above.

### **Adoption of new Articles of Association**

- 3. That the articles of association contained in the printed document produced to the meeting marked 'A' and for the purpose of ~~identification signed by the chairman thereof be and the same are 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.~~

A handwritten signature in black ink, appearing to read "M. L. Lally", with a large, stylized loop at the end.