

THE COMPANIES ACTS 1985 AND 1989

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COMPANY LIMITED BY SHARES

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WRITTEN RESOLUTIONS

of

CROYDEX GROUP PLC

(the "Company")



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PASSED on 27<sup>th</sup> November 2003

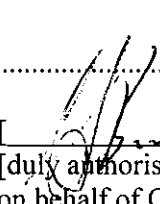
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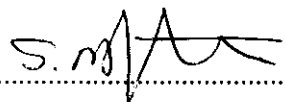
Pursuant to the authority given by Regulation 53 of Table in the Schedule to the Companies (Tables A-F) Regulations which regulations form part of the Company's Articles of Association we, the undersigned, being all the members of the Company for the time being who are entitled to receive notice of and to attend and vote at general meetings of the Company hereby make the following resolutions as Special Resolutions and agree that the resolutions shall for all purposes be as valid and effective as if passed at a general meeting of the Company duly convened and held.

SPECIAL RESOLUTIONS

- 1 THAT the Company be re-registered as a private limited company under the Companies Act 1985 and accordingly its name be changed to "Croydex Limited".
- 2 THAT the memorandum of association of the Company be altered as follows:
  - (a) in clause 1, by deleting the words "Croydex Group plc" and substituting the words "Croydex Limited";
  - (b) by deleting clause 2;
  - (c) by re-numbering the existing clauses 3 to 6 (both inclusive) as 2 to 5 respectively; and

- (d) by adopting the approved provisions set forth as clause 3 of the Memorandum of Association in the printed document attached to this resolution, and for the purpose of identification signed by the chairman, in substitution for and to the exclusion of all the existing provisions of clause 3 of the Company's Memorandum of Association (as renumbered).
- 3 THAT the regulations contained in the printed document produced to the meeting and for the purpose of identification signed by the chairman be and they are hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.

  
..... S.M.A.  
[.....]  
[duly authorised for and  
on behalf of Croydex Limited]

  
.....  
[Spencer Marriott-Dodington]