

At a general meeting of the above - named company, duly convened and held on 31 January 2000, the following resolution was passed as special resolutions:

SPECIAL RESOLUTIONS

1. **THAT** the provision by the Company of financial assistance for the acquisition of the entire issued share capital of the Company be approved with immediate effect and that consequently the accession to the Senior Facility Agreement and the Mezzanine Facility Agreement and the execution of the Debenture, the Priority Agreement, the Intra-Group Loan Agreement, the Loan Stock Instrument, the Accession Agreements (all as defined in the attached Schedule) and any other documents to be executed in connection with the transactions contemplated by such agreements are in the best interests of the Company and that they be approved.

2. **THAT** the Articles of Association of the Company be and are hereby amended by the inclusion of the following article:

"Notwithstanding anything contained in the articles, the directors shall not decline to register any transfer of shares, nor may they suspend the registration thereof, where such transfer is executed by any bank or institution to whom such shares have been charged by way of security, or by any nominee or nominees of such a bank or institution, pursuant to the power of sale under such security and a certificate by any official of such bank or institution if the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts."

3. **THAT** the Articles of Association of the Company be and are hereby amended by the inclusion of the following article:

"No payment or distribution may be declared, made or paid on any share in the capital of the Company to the extent prohibited by the Finance Documents at any time whilst the Finance Documents remain in full force and effect, except to the extent that the Finance Documents are terminated or the duties and/or obligations of the Company under the Finance Documents are waived or discharged by the Majority Banks (as defined in the Senior Facility Agreement)."



Presented by:
Freshfields
65 Fleet Street
London EC4Y 1HS
Tel: 0171 936 4000
Fax: 0171 832 7001
(Reference: DPE/JF/MG)