

Company No: 3241871

THEODORE GODDARD
180 ALDERSGATE STREET
LONDON EC1A 4EJ

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of the members of

SBS GROUP (HOLDINGS) LIMITED

Passed on 26th February 1997

On 26th February 1997 at an Extraordinary General Meeting of the Company the following Resolutions were passed unanimously as Special Resolutions of the Company:

SPECIAL RESOLUTIONS

THAT:

1. The Company be re-registered as a public company under the Companies Act 1985 and change its name to "SBS Group plc".
2. The Memorandum of Association of the Company be and is hereby amended as follows namely:
 - 2.1. by the deletion of Clause 1 thereof and the substitution therefore of the words "The name of Company is SBS Group plc",
 - 2.2. by the insertion after Clause 1 thereof of the following new Clause 2:

"2. The Company is to be a public company."
 - 2.3. by renumbering the Clauses 2, 3, 4 and 5 thereof as Clause 3, 4, 5 and 6 respectively.
3. The regulations contained in the document attached hereto be adopted as the Articles of Association of the Company in substitution for and the entire exclusion of the existing Articles of Association.

