

Company No: 3295929

**THE COMPANIES ACT 1985**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**ORDINARY AND SPECIAL RESOLUTIONS OF**  
**THORN LIGHTING OVERSEAS LIMITED**

**PASSED THE 3RD DAY OF MARCH 1997**

By Written Resolution of the sole member of the Company, made pursuant to Section 381A of the Companies Act 1985 on 3rd March 1997 the following Resolutions were passed as Ordinary and Special Resolutions respectively:-

**ORDINARY RESOLUTION**

"That the authorised share capital of the company be increased from £1,000,000 to £20,000,000 by the creation of 19,000,000 ordinary shares of £1 each ranking pari passu for all purposes with the existing ordinary shares of £1 each."

**SPECIAL RESOLUTION**

"That:-

- (i) in accordance with section 80 of the Companies Act 1985 the directors be and they are hereby authorised to allot a maximum of 19,000,000 ordinary shares of £1 each to such persons and on such terms and in such manner as they may think proper;
- (ii) such authority shall expire at the end of five years from the passing of this resolution; and
- (iii) section 89(1) of the Companies Act 1985 shall not apply to the allotment of the said shares."

  
Secretary

