

15-07-97

Company Number: 3369634

THE COMPANIES ACT 1985 AND 1989

COPY RESOLUTIONS OF BROOMCO (1283) LIMITED

At an Extraordinary General Meeting of the Company held on 24
June 1997 the following Special Resolutions were duly passed:

RESOLUTIONS

Resolution 1

That the authorised share capital of the Company be increased to £6,614.49 by the creation of 511,449 new A Preferred Ordinary Shares of £0.01 each having the rights set out in the Articles of Association referred to in Resolution 5 below.

Resolution 2

That the Directors of the Company be and they are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot relevant securities up to but not exceeding £5,114.49. This Authority shall (unless previously revoked or varied by the Company in general meeting) expire on the fifth anniversary of the date of this resolution.

Resolution 3

That subject to the passing of the above Resolutions ^{and} 1, 2 ^{and} 3 the Directors of the Company be and they are hereby empowered pursuant to Section 95 of the Act to allot equity securities for cash pursuant to the general authority conferred upon them under Resolution 2 above as if Section 89(1) of the Act did not apply to any such allotment. DRE

Resolution 4

That the existing Ordinary Shares of £0.01 of the Company (issued and unissued) be redesignated as B Ordinary Shares of £0.01 each having the rights set out in the Articles of Association referred to in Resolution 5 below.



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Resolution 5

That the Articles of Association contained in the printed document produced to the Meeting marked "A" and for the purposes 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.

Resolution 6

That the Company be and is hereby authorised to enter into the terms of the following documents:-

1. a Facilities Agreement to be entered into between the Company (1) GEHE Holdings No. 2 Limited, Arnolds Veterinary Products Limited, Dales Pharmaceuticals Limited, National Veterinary Supplies Limited (together "the Target and Subsidiaries") (2) and the Governor and Company of the Bank of Scotland ("the Bank") in various capacities (3);
2. a Warrant Instrument to be executed by the Company;
3. a Deed of Assignment of life policies in relation to the Key Man life insurance policy in respect of ~~X~~ to be entered into between the Company (1) and the Bank (2); *ABK*
⊗ Gary Evans, Simon Evans and Colin Higham
4. a Guarantee and Debenture to be entered into between the Company (1) the Target and Subsidiaries (2) and the Bank (3) *ABK*
~~together with the Account Designation Letters and clearing bank side letters referred to therein~~;
5. a letter from the Bank to the Directors of the Company (countersigned by the Company) in respect of the fees payable by the Company in connection with the acquisition;
6. a notice from the Company to the Bank in respect of the drawdown of funds being made available by the Bank;
7. an agreement relating to the sale and purchase of the entire issued share capital of GEHE Holdings (No.2) Limited to be entered into between GEHE A.G. (1) Lloyds Chemists Plc (2) and the Company (3);
8. a Subscription Agreement to be entered into between the Company (1) the Executives (as defined therein) (2) and the Institutions (as defined therein) (3);

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9. A Loan Stock Instrument to be executed by the Company; *and CBE*
10. an Intercreditor Agreement to be entered into between the Bank (as Senior Agent and as Bank) (1) The Subordinated Loan Note Holders (as defined therein) (2) The Investors (as defined therein) (3) The Company (4) and the Target and Subsidiaries (5); *CBE*
11. a Working Capital Letter to be signed by the Company, GENE Holdings (No 2) Limited, *CBE*
Arnold Veterinary Products Limited, Dales Pharmaceuticals Limited and National Veterinary Supplies Limited; and
[Signature]
 Chairman
12. a Letter of Off-Set to be entered into between the Company (1) and the Bank (2). *CBE*