

THE COMPANIES ACTS 1985-1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

TRIGEN HOLDINGS PLC

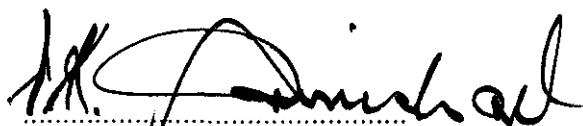
(the 'Company')

(Passed on 12 June 2000)

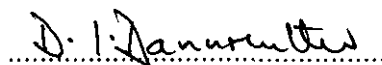
We, the undersigned, being the holders of the entire issued share capital of the Company entitling the holder to attend and vote at General Meetings of the Company hereby resolve:

Special resolution

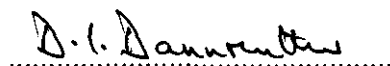
That the articles of association of the Company be amended by the deletion of "two" in article 105 and its replacement by "four".



For and on behalf of
Canasta Group Limited



For and on behalf of
Temple Secretarial Limited



For and on behalf of
Temple Direct Limited

