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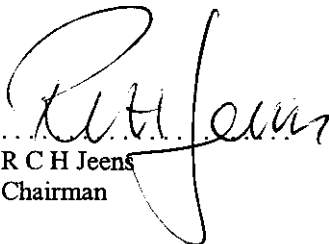
THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
OF

m.a. international Limited

Passed 21st September 2004

At the Annual General Meeting of the Members of the Company duly convened and held on 21 September 2004 the following Special Resolution was duly proposed and passed as follows:-

THAT pursuant to Clause 6.6 of the Subscription and Shareholders' Agreement dated 30 September 2002, the directors be and they are hereby authorised to issue Ordinary Shares or grant options over Ordinary Shares up to a maximum of 1,000,000 Ordinary Shares such to be used in conjunction with periodic bonus payments and in conjunction with senior appointments in the Group. This authority to fall outside the statutory pre-emption provisions contained in the Companies Act 1985 (amended by the Companies Act 1989) and to lapse at the conclusion of the Company's Annual General Meeting to be held in 2005.


R C H Jeens
Chairman

