

No. 140935

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WOODEND GROUP LIMITED

RESOLUTIONS

(Passed 1 September 1997)

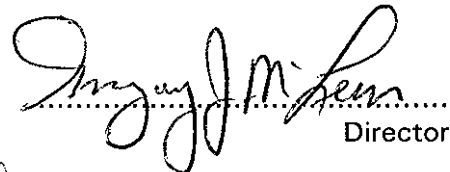
At an Extraordinary General Meeting of Woodend Group Limited, duly convened and held at Dalmore House, 310 St. Vincent Street, Glasgow on 1 September 1997 the following Resolutions were passed of which Resolutions numbers 1 and 2 were passed as Ordinary Resolutions and Resolution number 3 was passed as a Special Resolution:-

ORDINARY RESOLUTIONS

1. THAT the authorised Share Capital of the Company be increased to £2,750,000 by the creation of 26,000,000 Ordinary Shares of 10 pence each ranking pari passu in all respects with the existing 383,903 Ordinary Shares of 10 pence each in the Share Capital of the Company.
2. THAT pursuant to Section 80 of the Companies Act 1985, the Directors of the Company are hereby generally and unconditionally authorised to issue the 26,000,000 unissued Ordinary Shares of 10 pence each in the Share Capital of the Company referred to in Resolution 1 above to such persons, at such times and for such consideration and upon such terms and conditions as the Directors may determine during the period expiring five years from the date of the passing of this Resolution.

SPECIAL RESOLUTION

3. THAT Section 89 (1) of the Companies Act 1985 shall not apply to any allotment of the Ordinary Shares in the Share Capital of the Company which may be made pursuant to the authority contained in Resolution 2 above.

  
Director

C. A. A.

