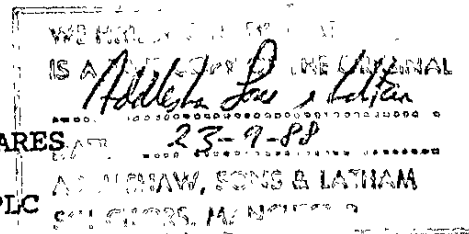


THE COMPANIES ACT 1985
PUBLIC COMPANY LIMITED BY SHARES
RESOLUTIONS OF WEST TRUST PLC



AT an Extraordinary General Meeting of the above-named company duly convened and held at 100 Fetter Lane, London EC4A 1DD on the 19th day of April 1988, the following resolutions were duly passed as Ordinary and Special Resolutions as respectively designated:-

ORDINARY RESOLUTIONS

1. THAT:

- (a) the acquisition by the Company of the whole of the issued share capital of Matahari 154 Limited ("Newco") as described in the circular to members dated 25th March 1988 ("the Circular") be and is hereby approved, subject to any amendments, revisions or modifications, not being material, as may be approved by the Directors of the Company, and that the Directors be authorised to implement the same;
- (b) the acquisition by Newco of the whole of the issued ordinary share capital and the whole or any part of the deferred share capital of Associated Spinners Limited, substantially in accordance with the terms of the Option Agreement dated 19th January 1988 referred to in



the Circular, be and is hereby approved, subject to any amendments revisions or modifications, not being material, as may be approved by the Directors of the Company.

2. THAT, conditionally upon the passing of Resolution 1:
- (a) the authorised share capital of the Company be increased from £180,000 to £875,000 by the creation of 27,800,000 new Ordinary Shares of 2.5p each;
 - (b) the Directors of the Company be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985) up to an aggregate nominal amount of £731,000, provided that this authority shall expire on the day preceding the fifth anniversary of the passing of this Resolution, save that the Company may before such expiry make an offer which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired and provided further that this authority shall be in substitution for all existing authorities conferred on the Directors pursuant to Section 80 of the Companies Act 1985.

SPECIAL RESOLUTIONS

3. THAT, conditionally upon the passing of Resolutions 1 and 2, the Directors be and are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot Ordinary Shares of 2.5p each in the capital of the Company pursuant to the authority granted to the Directors pursuant to paragraph (b) of Resolution 2 as if sub-section (1) of Section 89 of the said Act did not apply to such allotment, provided that the power hereby granted to the Directors shall be limited to the allotment on or before 30th April, 1988 of 2,304,000 Ordinary Shares of 2.5p each in connection with the rights issue referred to in the Circular to the effect that the new Ordinary Shares respectively attributable to the holders of the Ordinary Shares of 2.5p each in the capital of the Company at close of business on 15th April, 1988 are proportionate (as nearly as may be) to the respective numbers of the existing Ordinary Shares in the capital of the Company held by them at close of business on 15th April, 1988, but subject to the Directors having the right to sell for the benefit of those Ordinary Shareholders who are citizens of or resident in any overseas territory where, in the opinion of the Directors, it would be illegal, unduly costly or impracticable for the Company to make, or for such Ordinary Shareholders to accept, an offer of equity securities of the Company, the equity securities to which they would otherwise be entitled,

and subject to such exclusions or other arrangements as the Directors deem necessary or expedient.

4. THAT, conditionally upon the passing of Resolutions 1 and 2, the Directors be and are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (within the meaning of Section 94 of that Act) pursuant to the authority granted to the Directors pursuant to paragraph (b) of Resolution 2 as if sub-section (1) of Section 99 of the said Act did not apply to such allotment, provided that this power shall be limited:-

(a) to such exclusions or other arrangements as the Directors of the Company may consider appropriate to resolve any legal or practical problems arising in connection with the allotment of Ordinary Shares by way of rights to holders of Ordinary Shares where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as may be) to the respective numbers of Ordinary Shares held by them;

(b) to the allotment otherwise than pursuant to sub-paragraph (a) above (and over and above any allotment pursuant to Resolution 3) of equity securities up to an aggregate nominal amount of £40,320,

and shall expire on the date of the next Annual General Meeting of the Company, save that the Company

may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power hereby conferred had not expired.

5. THAT, the Articles of Association of the Company be amended:-

(a) by the deletion of the present Article 72 and the substitution of the following new Article 72 in its place:-

"The Directors may from time to time at their discretion raise or borrow or secure the payment of any sum or sums of money for the purpose of the Company;"

(b) by the deletion of the number "five" in Article 76 and the substitution of the number "ten" in its place;

(c) by the deletion of the final sentence of Article 20.

.....
Chairman