

Company No. 1244813
THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTIONS

of

ECS LIMITED

(Passed *9th April* 1999)

We, the undersigned, S. A. Lamb, J. K. Juggins and S. M. Skakel being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following Resolutions as Special Resolutions and agree that the same Resolutions shall, pursuant to Section 381 of the Companies Act 1985 for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

IT WAS RESOLVED

RESOLUTION 1

“That the Company’s Articles of Association be amended by inserting a new article 34 as follows:-

“34. **Scrip Dividend**

- 34.1 The Directors may with the prior sanction of an Ordinary Resolution of the Company implement in accordance with the terms and conditions of such Resolution but otherwise as the Directors may determine from time to time a share dividend option for the benefit of the Ordinary Shareholders whereby any of such holders may be given the option (“the Option”) to forgo their entitlement to any dividend (or, if the Directors so determine, any part thereof) declared or payable on all or any Ordinary Shares held by them and to take instead fully paid Ordinary Shares on the terms and conditions of such Option.
- 34.2 No fraction of an Ordinary Share shall be allotted under any Option. The Directors may make such provisions as they think fit for any fractional entitlements including, without limitation, provisions whereby, in whole or in part, the benefit thereof accrues to the Company and/or under which fractional entitlement are accrued and/or retained and in either case accumulated on behalf of any member and such accruals or retentions are applied to the allotment by way of bonus to or cash subscription on behalf of such member of fully paid Ordinary Shares.



- 34.3 The Directors shall make available to the holders of the Ordinary Shares the terms and conditions of such Option and shall make available or provide to them forms of election so that they may exercise the rights granted, but the accidental omission to provide such notification or form to any member or members shall not give rise to any liability on the part of the Directors or the Company.
- 34.4 Subject to the requirements of the Act for the purpose of any Option the Board may capitalise out of such sums standing to the credit of any of the Company's reserve accounts (including any share premium account, capital redemption reserve or any other undistributable reserve) or any of the profits available for distribution under the provisions of the Act and which could otherwise have been applied in paying dividends in cash as the Directors may determine, a sum equal to the aggregate nominal amount of any Ordinary Shares to be allotted under any such Option and shall apply the same in paying up in full the appropriate number of unissued Ordinary Shares for allotment and distribution credited as fully paid up to and amongst the holders of the Ordinary Shares entitled to the same."

RESOLUTION 2

"That the Directors are hereby generally authorised pursuant to Section 80 of the Companies Act 1985 to allot, grant options over or otherwise dispose of relevant securities (as defined in the said Section 80) or right to subscribe for, or to convert any security into relevant security of such terms as they think fit. Such authority shall remain in force for a period of 5 years from the date hereof save that the Company may before such expiry make an offer or agreement which would or might require the said 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. The maximum amount of relevant securities which may be allotted by the Directors pursuant to this authority shall be 1,500 Ordinary Shares of £1 each."

RESOLUTION 3

"That there be granted to the holders of Ordinary Shares an Option (as defined in Article 34 and adopted pursuant to the previous Written Resolution) to forego their entitlement to any dividend declared during April, 1999 and to take instead new Shares issued on the basis of the number of New Ordinary Shares recommended by the Directors, issued credited as fully paid for each Ordinary Share held on the date of the declaration of the dividend."

..... S. A. Lamb
S. A. Lamb

..... J. K. Juggins
J. K. Juggins

..... S. M. Skakel
S. M. Skakel

Dated 9th April, 1999