

No: 1322200



THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

SECURITY DISTRIBUTION GROUP LIMITED

The following written resolutions were passed by the Company on 30 June 2003 as special resolutions.

SPECIAL RESOLUTIONS

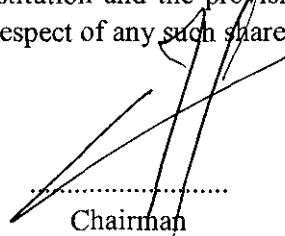
THAT:

1. the provision by the Company of financial assistance (as defined in section 152 Companies Act 1985) in relation to the acquisition by all of shares in the capital of the Company's holding company by the Company giving guarantees and security in respect of €75 million of loan facilities and entering into subordination and upstream loan arrangements all as more fully described in the directors' statutory declaration of solvency in Form 155(6)(a), (a copy of which is attached to this resolution) be approved.
2. THAT the articles of association of the Company be amended as follows:
 - 2.1 Article 7 shall be renumbered as 7.1.
 - 2.2 After Article 7.1 the following articles shall be added:
 - "7.2 Notwithstanding anything contained in these Articles, the Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer;
 - 7.2.1 is to any bank or institution to which such shares have been charged by way of security, or to any nominee of such a bank or institution (a "**Secured Institution**"); or
 - 7.2.2 is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
 - 7.2.3 is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the

time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not.

- 7.3 The Company shall have no lien on any shares which have been charged by way of Security to a Secured Institution and the provisions of Article 4 relating to liens over shares shall not apply in respect of any such shares."



Chairman

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