

No: 4948078

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

-of-

CENTAUR HOLDINGS LIMITED

Effective 23 February 2004



The following resolutions were duly agreed to by the members of the Company in accordance with section 381A of the Companies Act 1985 as Ordinary and Special Resolutions with effect from 23 February 2004.

ORDINARY RESOLUTIONS

1. **THAT** each of the ordinary shares of £1.00 be subdivided and converted into 2 ordinary shares of £0.50 each.
2. **THAT** the authorised share capital of the Company be increased from £2 to £20,080,000 by the creation of:-
 - 2.1 199,996 ordinary shares of £0.50 each, such shares to form one class with and rank pari passu in all respects with the existing ordinary shares of the Company; and
 - 2.2 199,800,000 ordinary shares of £0.10 each, such shares to form one class with and rank pari passu in all respects with the existing ordinary shares of the Company.
3. **THAT** for the purposes of section 80 of the Companies Act 1985 (the "Act") (and so that expressions used in this resolution shall bear the same meanings as in the said section 80):
 - (a) the directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (as defined in sub-section 80(2) of the Act) up to a maximum nominal amount of £100,000 at such times and on such terms as they think proper, such authority to expire

on 31 March 2004; and

- (b) the Company be and is hereby authorised to make prior to the expiry of such period any offer or agreement which would or might require relevant securities to be allotted after the expiry of the said period and the Directors may allot relevant securities in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by this resolution.

so that all previous authorities of the directors pursuant to the said section 80 be and are hereby revoked.

SPECIAL RESOLUTIONS

4. **THAT** the Company re-register as a public company in accordance with the provisions of section 43 of the Act and that:-
- 4.1 the name of the Company be changed to "Centaur Holdings plc";
- 4.2 pursuant to section 4 of the Act, the Memorandum of Association of the Company be amended with effect from the date on which the Company's re-registration as a public limited company becomes effective by:
- 4.2.1 deleting clause 1 of the Memorandum of Association and inserting a new clause 1 in the following terms:
- "1. The name of the Company is Centaur Holdings plc";
- 4.2.2 inserting in the Company's Memorandum of Association a new clause 2 in the following terms:
- "2. The Company is a public company"; and
- 4.2.3 renumbering the present clauses 2 to 5 of the Company's Memorandum of Association as clauses 3 to 6.
5. **THAT**, pursuant to section 9 of the Act, the Articles of Association of the Company be deleted in their entirety and the regulations contained in the document attached to these written resolutions be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company.



Chairman