

KYNDAL INTERNATIONAL LIMITED
(Company No. 221954)

EXTRAORDINARY GENERAL MEETING

At an Extraordinary General Meeting of Kyndal International Limited ("the Company") held at Dalmore House, 310 St. Vincent Street, Glasgow G2 5RG on 15 February 2002 the following resolutions were passed as Ordinary and Special Resolutions of the Company.

ORDINARY RESOLUTION

- 1 That the authority conferred upon the directors of the Company by a resolution of the members passed on 5 October 2001 pursuant to Section 80 of the Companies Act 1985 to allot 30,000 Ordinary shares of £0.01 each at a subscription price of £4.00 per share with such authority expiring 8 months from the date of the passing of the resolution be and is hereby varied to the extent that the number of shares to which the authority relates is increased to 44,000 Ordinary shares of £0.01 each and that all other terms of the authority remain unchanged.

SPECIAL RESOLUTION

- 2 That the Articles of Association of the Company be amended as follows:
 - 2.1 In Article 2.1 the definitions of 'Leavers Shares', 'Manager Shareholders', 'Shareholder' and 'Privileged Relation' shall be deleted and the following be substituted therefor:

" 'Leavers Shares' means all the shares held by or beneficially owned by a Leaver or to which he (or any person to whom he has transferred Shares in accordance with Article 8) is entitled on the Leaving Date, and any shares acquired by a Leaver or any such Permitted Transferee after the Leaving Date under an employees share scheme or by way of an Employee Trust; "

" 'Manager Shareholder(s)' means those Shareholders who are employed in a managerial or executive capacity by any Group Company (as determined in the event of dispute, in the sole discretion of the Remuneration Committee) including the Executives (as defined in the Shareholders' Agreement) and those parties who are listed in Schedule 10 to the Shareholders' Agreement, as such list may be amended or supplemented from time to time; "

" 'Shareholder' means a person who is registered in the Company's Register of Members as the holder of any share, and for the purposes of Articles 10-17 inclusive, in the case of shares held by the Trustee of any Employee Trust, any person in whose name or for whose benefit any such share is held; "

" 'Privileged Relation' means the spouse of a Manager Shareholder or Employee Shareholder and the children and grandchildren (including step and adopted children and their issue) of a Manager Shareholder or of an Employee Shareholder provided always that each person is over the age of 18 Years; "
 - 2.2 Article 2.1 shall be amended by inserting the following new definitions:



" 'Employee Shareholder' means those Shareholders who are permanent employees of any Group Company, not being Manager Shareholders, whose Shares are held by the Trustees of any Employee Trust; "

" 'Valuers' means the Auditors of the Company or such other independent firm of Chartered Accountants of equivalent standing to the Auditors as the Remuneration Committee may in its sole discretion determine; "

- 2.3 In Article 2.1 the definition of 'Family Trust' shall be amended by inserting the words "or Employee Shareholder" immediately after the words "Manager Shareholder" in each place where such words appear.

- 2.4 Article 8.1.9 shall be deleted and the following be substituted therefor:

" 8.1.9 a transfer made with Remuneration Committee Consent by or to the Trustees (acting in that capacity) of an Employee Trust (subject always to Article 11.4), "

- 2.5 Article 10.1 shall be amended by deleting the words "Majority A Equity Holder Consent" and inserting the following:

"Remuneration Committee consent. No Employee Shareholder may voluntarily issue a Transfer Notice before the third anniversary of that person becoming a member and thereafter no such Transfer Notice may be issued without Remuneration Committee consent. "

- 2.6 Article 10.3 shall be amended by deleting the first sentence thereof and by inserting the following in substitution therefor:

"Any Offered Shares comprising Ordinary Shares shall be offered for sale in the following order of priority (i) to other Manager Shareholders, in the case of shares held by a Manager Shareholder (ii) in the case of Shares beneficially owned by an Employee Shareholder, at the sole discretion of the Remuneration Committee, to an Employee Trust for the benefit of other Employee Shareholders present and/or future.

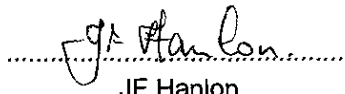
- 2.7 Article 11.4 shall be amended by deleting the existing items (ii), (iii) and (iv) and by inserting the following in substitution therefor:

" (ii) the remaining Manager Shareholders, in the case of Shares held by a Leaver who is a Manager Shareholder, (iii) in the case of Shares beneficially owned by a Leaver who is an Employee Shareholder, at the sole discretion of the Remuneration Committee to an Employee Trust for the benefit of other Employee Shareholders present and/or future, in each case on a pre-emptive basis pursuant to Article 10. "

- 2.8 Articles 11.7.1 and 11.7.3 shall be amended by inserting the words "or acquisition price" after the words "issue price" where they appear in both Articles.

- 2.9 Articles 11.7.6 and 11.8 (including its sub-articles) shall be amended by inserting the word "Valuers" in substitution for the word "Auditors".

- 2.10 In Article 17.4 the definition of 'Additional Management Value' shall be amended by inserting the words "and Employee Shareholders (in aggregate)" after the words "Manager Shareholders".
- 2.11 Article 30.2 shall be amended by replacing the letter "B" in the last line of the Article with the letter "A".
- 2.12 Article 30.4 shall be amended by inserting the words "are employees or officers of" before the word "Meadfine" in line 3.


JF Hanlon
Company Secretary