

25-82085

SPECIAL RESOLUTION

Amendment of the Articles of Association as follows:-

Allotment of shares

3(a) shall be deleted and new clause inserted

Ordinary 'A' shares shall be only allotted to or transferred between employees of the Company.

Transfer of shares

17(b)(i) delete from the words 'be offered to the members holding 'B' Ordinary shares' to the end of the clause.

add shall be purchased or acquired by the Company.

17(h) New clause

(i) Any member who is an Employee or Director who ceases to be an employee shall give a transfer notice within fourteen days of ceasing employment upon receipt of such a notice, the Company shall be constituted the vendors agent for the sale of the shares to other members or to other employees in accordance with paragraph (b)(ii) above.

(ii) If any employee whose employment does not give a transfer notice within fourteen days of ceasing employment or fails to transfer the shares. The Company Secretary shall be deemed to have been appointed the Employees attorney for the purpose of giving a transfer notice, and/or, transferring the shares.



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RECEIPT DATE: 30/06/94

Special Resolution

It is hereby confirmed the Amendment of the Articles of Association sent under cover of notice of meeting dated the 15th December 1992, were passed at the extra ordinary meeting held on 4th January 1993, and the Articles of Association are thereby amended.

4th January 1993


Chairman