

2865476

## WESTON MEDICAL LIMITED

As a director of the above named Company I hereby certify that at an Extraordinary General Meeting of the Company held on Wednesday September 24th at 4:45 pm the following Resolutions were passed :-

### as special Resolutions

#### Increase in authorised capital

1. That the authorised Share capital of the Company be hereby increased from £38,773 to £67,100 by the creation of:-
  - (a) 4,147 Ordinary Shares of £1.00 each ranking pari passu in all respects with the existing Ordinary Shares in the company
  - (b) 24,000 "A" Ordinary Shares of £1.00 each

All such Shares having the respective rights and obligations set out in the Articles of Association of the Company proposed to be amended by Resolution number 3 below.

#### Approval of share allotment and exclusion of pre-emption rights.

- 2 (a) That the directors are unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot and dispose of or grant options over the Company Shares to such persons, on such terms and in such manner as they think fit, up to a total issued Share capital of the Company of £67,100 at any time during the period of five years from the date hereof.
- (b) That by virtue of Section 95 (1) of the Companies Act 1985, Section 89 (1) shall not apply to the allotment of Shares pursuant to the authority conferred by the preceding paragraph of this Resolution.
- (c) That the subscription by certain investors for a total of 19,384 "A" Ordinary Shares and 640 Ordinary Shares of £1.00 each in the Company on the terms set out in a Supplemental Investment Agreement entered into by the Company the Directors (as defined therein) the Investors (as defined therein) (a copy of which has been produced at this meeting) be and is hereby approved.



- (d) That the Board should be empowered to require certain Investors to subscribe for a further 152 Ordinary Shares in the Company and 4,616 "A" Ordinary Shares in the Company on the terms and in the circumstances set out Section 7 (clause 2.1) in the Supplemental Investment Agreement, should they think fit, without their having to refer back to Shareholders for further approval.

### **Amendment of Articles of Association**

- 3. That the Articles of Association of the Company be hereby amended as follows:

- (1) By the deletion of articles:

- 1.3 (definition of "**Relevant Directors**")
- 1.4 ("**Emoluments**")
- 3.1 (Dividend Policy)
- 3.2 (Return of Capital)

- (2) By the insertion of a new first paragraph for Article 3 as follows:

- "3. The share capital of the Company is £67,100 divided into 42,417 "A" Ordinary Shares of £1.00 each and 24,683 Ordinary Shares of £1.00 each".

- (3) By the insertion of a new article 3.1 as follows

"The Company may by ordinary resolution declare dividends in accordance with the Act, but no dividend shall exceed the amount recommended by the Directors. If the Company establishes a sustainable income stream which allows the payment of dividends the Directors shall, unless they reasonably consider that it would not be in the interests of the Company as a whole, endeavour to declare dividends which are covered four times by profits"

- (4) by the insertion of a new article 3.2 as follows.

"On a return of assets on liquidation or capital reduction or otherwise, the assets of the Company, remaining after the payment of its liabilities shall be applied as follows:

- 3.2.1 first in paying to the holders of the A Ordinary Shares £36.71 per share together with a sum equal to any arrears or accruals of any dividends on the A Ordinary Shares calculated down to the date of the return of capital; and
- 3.2.2 second in paying to the holders of ordinary share £36.71 per share together with a sum equal to any arrears or accruals of dividends on the Ordinary Share calculated down to the date of the return of capital.

3.2.3 the balance of such assets shall be distributed amongst the holders of the A Ordinary Shares and Ordinary Shares (pari passu as if the same constituted one class of share) in proportion to the amounts paid up or credited as paid up (ignoring premium) on the A Ordinary Shares and Ordinary Shares held by them respectively.

- (5) by deleting £1,500,000 in article 17.4 (Borrowing Powers) and replacing it with £4,820,000.
- (6) in article 12.2.4.1 "of £30.55" shall be replaced with the words "equivalent to the average subscription price paid by the "A" Ordinary Shareholders on issue (including premium)"



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D.P. Bates  
Director

Dated: ..... 2 . 10 . 1997 .....