

Company No. 2763049

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION IN WRITING

of

INDUSTRI KAPITAL LIMITED

We, being the sole member of the Company, who is at the date of this resolution entitled to attend and vote at a general meeting of the Company, **RESOLVE**, in accordance with Section 381A of the Companies Act 1985 as follows:-

THAT Article 25 of the Articles of Association of the Company be deleted and replaced with the following:-

- "25. The office of a director is vacated if:
- (a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
 - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) he resigns his office by notice to the Company; or
 - (d) he is removed from office by notice give by a member or members under Article 24."

This written resolution takes effect as a special resolution.

Signed by:

Date:

for and on behalf of

Industri Kapital Europa BV

Date sent to auditors: *10 January 1996*



We acknowledge receipt of this resolution. In our opinion, the resolution ~~[does/does not]~~^{*} concern us as auditors ~~[but need not be considered by the Company in general meeting]~~^{*}.

* Delete as applicable.

Signed by:

.....
for and on behalf of

[Signature]
KPMG

Date:

.....
11 January 1996

Date notice received from auditors: ..15 January 1996..