

R. DELAMORE LIMITED

2466472

At an Extraordinary General Meeting of the above Company held at 3i Plc Cambridge Science Park Milton Road Cambridge CB4 4FZ on 17th December 1991 the following resolution was passed as a Special Resolution.

SPECIAL RESOLUTION

That the articles of association of the Company be hereby amended by the deletion of Article 3.1.4.2 and the insertion of the following new Article 3.1.4.2.

"3.1.4.2 In respect only of the dividends to be paid to Mr. Peter Wood (or his successors in title pursuant to Article 8.2. hereof) these dividends shall be paid subject to 3i's consent (such consent not to be unreasonably withheld) and providing also that the loan re-payments in accordance with the Loan and Share Subscription Agreement dated the 30th March 1990 ("the Loan Agreement") and a letter of Variation dated 14th November 1991 from 3i plc to the Company ("the letter of Variation") are up to date.

However if the loan re-payment as defined in the Loan Agreement and Letter of Variation are not up to date and/or 3i's consent to pay a dividend is withheld then a dividend may be declared but not paid if all the requirements of this Article 3.1.4. are met with the exception that the loan is still outstanding in whole or in part.

but subject thereto the profits which the company may determine to distribute in any financial year shall be applied;—"

