

No. 722485

DECOPAC LIMITED

We, the undersigned being all the members for the time being of the above Company entitled to attend and vote in respect of the matters herein contained (having regard to paragraph 5(2) of Schedule 15A of the Companies Act 1985) acknowledge receipt of a copy of the proposed contract referred to below and **HEREBY PASS** the following resolutions as Special Resolutions and **HEREBY AGREE** that the said resolutions shall pursuant to Section 381A of the Companies Act 1985 for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

**IT WAS RESOLVED:-**

1. That the Articles of Association of the Company be altered by the adoption of the following new Article 12:-  
"12. Subject to the provisions of the Companies Act 1985, the Company may purchase its own shares (including any redeemable shares) and make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares."
2. That the Company be and is hereby granted authority, in accordance with its Articles of Association (as amended by the foregoing resolution) and Section 164 of the Companies Act 1985, during the period of three calendar months from and including the date of this Resolution to purchase its own shares in pursuance of and on the terms of the proposed contract, a copy of which is submitted to the Meeting and for the purposes of identification signed by a Director provided that any variation in the terms of the contract must be authorised by a special resolution of the company and provided further that this authority may be varied, revoked or from time to time renewed by special resolution of the company.



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COMPANIES HOUSE 02/03/95