

TERRA PLANA INTERNATIONAL LIMITED

The Companies Act 1985

Registered No: 3474829

NOTICE is hereby given under the Act mentioned above of an Extraordinary General Meeting of the Company to be held *Düsseldorf GDS, Düsseldorf, Germany.*

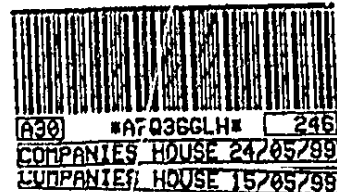
on *17th* March 1999 at *11.00* a.m precisely for considering and if thought fit to the making of the following resolution as an ordinary resolution

"ORDINARY RESOLUTION"

THAT the authorised share capital of the Company be and is hereby increased from £80,000.00 to £180,000.00 by the creation of 100,000 ordinary shares of £1 each ranking pari passu in all respects with the existing shares in the capital of the Company and that the directors be generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 to allot such new shares or any of them and any other shares for the time being in the capital of the Company and to grant rights to subscribe for or convert securities into shares up to a maximum amount in any case as aforesaid equal the nominal amount of the authorised but unissued share capital of the Company at any time within 5 years from the date of passing of this resolution for such persons in such proportions upon such terms (except at a discount) with such rights and restrictions including but without limit as to the differentiation between the members of calls, and in such manner as the directors may decide


Signed *J. D. Perenc*
.....
Secretary

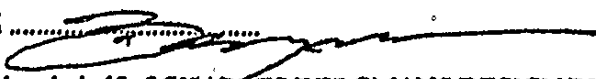
Notes: Any member of the Company entitled to attend, speak and vote at the above meeting may appoint a proxy to attend, speak and vote instead of that member. A proxy may demand, or join in in demanding, a poll. A proxy need not be a member of the Company.




CONSENT TO SHORT NOTICE

Consent is given by the undersigned being the requisite majority for the purpose of the Act mentioned above having the right to attend and vote and pursuant to the powers therein contained and all other powers in that behalf, to the calling of the General Meeting of the Company notwithstanding short notice given, and, if thought fit, passing any resolution as in the Notice hereof

Signed 
By
For and on behalf of RED BOOT HOLDING BV

Signed 
By
For and on behalf of CHARLES BERGMANS DESIGN BV

Signed 
LANCELOT PEASE CLARK