

Company Number 1346

THE COMPANIES ACT 1985

**RESOLUTIONS
of
NPK HOLDINGS LIMITED**

Passed on 5 January 2000

At an ANNUAL GENERAL MEETING of the above-named Company duly convened and held at 31 Market Hill, Royston, Hertfordshire, SG8 9JS on 5 January 2000 the following Resolutions of the Company were duly passed:

SPECIAL RESOLUTIONS

- A. **THAT** the authorised share capital of the Company be increased from £300,000 to £1,000,000 by the creation of 700,000 10% Redeemable Cumulative Preference Shares of £1 each having rights set out in Resolution B below.
- B. **THAT** the Company's Articles of Association be and are hereby amended by the deletion of clause 4.1 of the Articles and its substitution by the following wording:

"4.1 The share capital of the Company is £1,000,000 divided into 300,000 ordinary shares of £1 each ("the Ordinary Shares") and 700,000 10% Redeemable Cumulative Preference Shares of £1 each ("the Preference Shares").

(a) Rights as to Profits, Capital and Voting

(i) Income:

The Preference Shares shall entitle the holders thereof in priority to any dividend or return of capital on any other class of shares to a fixed cumulative preferential dividend on the capital for the time being paid up thereon at the rate of 10p per Preference Share per annum less deductions that the Company is obliged to make by statute in force at the date of



payment, such dividend to be payable not less frequently than once in each calendar year with the first payment to be on 16 January 2000 and apportioned from the date of allotment of the Preference Shares.

(ii)

Capital:

The Preference Shares shall entitle the holders thereof on a winding up or on a reduction of capital involving a return of capital in priority to any return of capital on any other class of shares, to repayment of the capital paid up or credited as paid up thereon together with a sum equal to any arrears or accruals of the fixed cumulative preferential dividend thereon calculated down to the date of repayment whether or not such dividend shall have been declared or earned.

(iii)

Voting:

The Preference Shares shall not entitle the holders to receive notice of or to attend or vote at any general meeting of the Company unless either (i) at the date of the notice convening the meeting the dividend on the Preference Shares has not been paid for at least 18 months or (ii) the business of the meeting includes any resolution for winding up the Company or directly or adversely modifying or abrogating any of the special rights or privileges attached to the Preference Shares in which case the holders thereof shall only be entitled to vote at the relevant meeting in respect of such resolution(s).

(iv)

Other Rights:

The Preference Shares shall not confer on the holders thereof any further rights to participate in the profits or assets of the Company or to vote.

(b)

Further issues of preference shares:

The Company may, without any consent or sanction of the holders of Preference Shares, create and issue further preference shares either ranking *pari passu* and identically in all respects and so as to form one

class with the existing Preference Shares or ranking pari passu therewith as regards priority in respect of income and/or capital but carrying a different rate of dividend (if any) or otherwise differing from the Preference Shares.

(c) Separate Class Rights:

If the Company shall have issued and there shall be outstanding any further preference shares ranking pari passu, but not identically in all respects and so as to form one class with the Preference Shares, then such further preference shares shall be deemed to constitute a separate class of shares for the purposes of the articles of the Company.

(d) Application of surplus assets on a winding up:

In the winding up of the Company the surplus assets shall be applied to the following purposes and in the following order of priority:-

4(d)1 to the repayment of capital paid up or credited as paid up on the Preference Shares (and on any further preference shares ranking pari passu therewith as regards priority in respect of capital) together also with any arrears or accruals of fixed dividend in accordance with the rights of all such shares;

4(d)2 to the repayment of the capital paid up or credited as paid up on the Ordinary Shares and any surplus assets shall be divided amongst the holders of the Ordinary Shares in proportion to the number of Ordinary Shares held by them respectively.

(e) Redemption

Subject to the provisions of Pt V, Ch VII of the Companies Act 1985 the Preference Shares shall be redeemed at par at any time in whole or in part at the option of the Company."

ORDINARY RESOLUTION

- C. THAT** upon the recommendation of the Directors it is desirable to capitalise the sum of up to £170,100 being part of the amount standing to the credit of the Company's

reserves and accordingly that the Directors be authorised and directed to appropriate the said sum for distribution to the holders of the Ordinary Shares of £1 each on the Register at the close of business on the date of this resolution in proportion to the amounts paid up on the issued Ordinary Shares of £1 each then held by them respectively and to apply such sum on behalf of such holders in paying up in full up to 170,100 of the unissued Preference Shares of £1 each in the capital of the Company, such shares to be allotted and distributed, credited as fully paid up, to and amongst such holders in the proportion of three Preference Shares for every five Ordinary Shares held on that date; but so that (a) no such holders shall be entitled to a fraction of a Preference Share and (b) this authority shall expire five years from the date hereof.

SPECIAL RESOLUTION

- D. **THAT** the provisions of article 4.2 of the Company's Articles of Association be disapplied for the purposes of the allotment of Preference Shares referred to at resolution 4C above.


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Chairman of Meeting