

C.C.M. LIMITED

The following resolutions were passed as Special Resolutions by way of written resolutions on the 16th December 2002

INCREASE IN AUTHORISED CAPITAL

1. That the authorised share capital of the Company be increased from £25,000 to £26,000 by the creation of 1,000 A Ordinary Shares of £1.00 each having the rights set out in the articles of association of the Company as proposed to be amended by the resolutions set out below

**APPROVAL OF SHARE ALLOTMENT AND SHARE SUBSCRIPTION AND
EXCLUSION OF PRE-EMPTION RIGHTS**

- 2.(A) That the directors are unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to allot the 1,000 A Ordinary Shares of £1.00 each referred to in resolution number 1 to Johnson Investment Limited on such terms and in such manner as they think fit at any time during the period of 90 days from the date hereof
- (B) That by virtue of section 95(1) of the Companies Act 1985, section 89(1) shall not apply to the allotment of the A Ordinary Shares pursuant to the authority conferred by the preceding paragraph of this resolution

AMENDMENT OF ARTICLES OF ASSOCIATION

3. That the articles of association of the Company be hereby amended as follows:

The existing Article 3 be and is hereby abrogated and the following Article 3 be inserted in substitution therefor:

- 3.1 The capital of the Company is £26,000 divided into 25,000 Ordinary Shares of £1.00 each and 1,000 A Ordinary Shares of £1.00 each having the rights set out as hereinafter provided but in all other respects ranking pari passu.



- 3.2 Subject to the provisions of the Companies Act 1985 (as amended) and to paragraph 3.4 below, the Company may by ordinary resolution, upon the recommendation of the directors, declare a dividend.
- 3.3 Subject to paragraph 3.4 below, every general meeting at which a dividend is declared shall, by ordinary resolution:
- 3.3.1 direct that such dividend be paid in respect of one or both classes of shares to the exclusion of the other class or in respect of both classes of shares; and
- 3.3.2 where a dividend is declared in respect of both classes of shares the Company may, by ordinary resolution, differentiate between such classes as to the amount or percentage of dividend payable, but in default the shares in each such class shall be deemed to rank *pari passu* in all respects as if they constituted one class of shares.
- 3.4 No dividend shall be declared in respect of any class of shares in circumstances where the directors recommend that no dividend should be declared nor shall any dividend be declared to in respect of any class of shares which exceeds the amount recommended by the directors in respect of that class.
- 3.5 Section 89(1) of the Act (which regulates the power to allot equity securities, as defined in Section 94 of the Act) be excluded.



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Director