

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY SHARES

TUESDAY



A52 04/03/2008 290
COMPANIES HOUSE

SPECIAL AND ORDINARY RESOLUTIONS

of
ABBOT GROUP PLC
(the "Company")

At a General Meeting of the Company held at 11 00 a m on 15 February 2008 the following resolutions were passed, in the case of resolutions 1 and 2, as special resolutions, and in the case of resolution 3, as an ordinary resolution of the Company -

SPECIAL RESOLUTIONS

THAT

- 1 for the purpose of giving effect to the Scheme of Arrangement dated 23 January 2008 (the "Scheme") in its original form or with or subject to any modification, addition or condition (including, without limitation, any modification or addition which represents an improvement in the value and/or terms of the Scheme to holders of Scheme Shares (as defined therein)) agreed by the Company and Turbo Alpha Limited ("Turbo Alpha") which the Court may think fit to approve or impose
- 1 1 the directors of the Company be authorised to take all such action as they consider necessary or appropriate for carrying the Scheme into effect,
- 1 2 the issued share capital of the Company shall be reduced by cancelling and extinguishing all of the Cancellation Shares (as defined in the Scheme),
- 1 3 subject to, and forthwith upon, the reduction of capital referred to in paragraph 1 2 above taking effect and notwithstanding anything to the contrary in the articles of association of the Company
 - 1 3 1 the authorised share capital of the Company be increased to its former amount by the creation of such number of new ordinary shares of 15 pence each as have an aggregate nominal value equal to the aggregate nominal value of the Cancellation Shares cancelled pursuant to paragraph 1 2 above,
 - 1 3 2 the reserve arising in the books of account of the Company as a result of the cancellation of the Cancellation Shares be applied in paying up in full at par the new ordinary shares of 15 pence so created, such new ordinary shares to be allotted and issued credited as fully paid to Turbo Alpha and/or its nominee(s), and
 - 1 3 3 the directors of the Company be authorised pursuant to and in accordance with section 80 of the Companies Act 1985 to give effect to this resolution and accordingly to effect the allotment of the new ordinary shares referred to in paragraph 1 3 2 above, provided that
 - (a) this authority shall expire on the fifth anniversary of this resolution,

- (b) the maximum aggregate nominal amount of shares which may be allotted hereunder shall be the aggregate nominal amount of the new ordinary shares created pursuant to paragraph 1 3 1 above, and
- (c) this authority shall be without prejudice and in addition to any other authority under the said section 80 previously granted before the date on which this resolution is passed, and

2 the articles of association of the Company be amended by the adoption and inclusion of the following new article 172

"SCHEME OF ARRANGEMENT

172

172 1 In this article

172 1 1 references to the "**Scheme**" are to the Scheme of Arrangement between the company and the Scheme Shareholders (as defined in the Scheme) dated 23 January 2008 in its form at that date or with or subject to any modification, addition or condition (including, without limitation, any modification or addition which represents an improvement in the value and/or terms of the Scheme to holders of Scheme Shares (as defined in the Scheme)) agreed by the company and Turbo Alpha which the Court may think fit to approve or impose, and

172 1 2 terms defined in the Scheme shall have the same meanings in this article 172

172 2 If the company issues any shares (other than to Turbo Alpha or any nominee of Turbo Alpha (a "Turbo Alpha Company")) on or after the date of the adoption of this article and on or prior to the Reduction Record Time, such shares shall be issued subject to the terms of the Scheme (and shall be Scheme Shares for the purposes thereof) and the holder or holders of such shares shall be bound by the Scheme accordingly

172 3 Subject to the Scheme and Reduction becoming effective and notwithstanding the other provisions of these articles, if any shares are issued, or transferred, to any person other than a Turbo Alpha Company or under the Scheme (a "New Member") after the Reduction Record Time (the "Post-Scheme Shares") they will, provided that the Scheme becomes or has become effective, be immediately transferred to Turbo Alpha or its nominee(s) in consideration of and conditional on the payment by Turbo Alpha to the New Member of such amount of cash consideration as would have been paid pursuant to the Scheme for each such share as if it were a Scheme Share

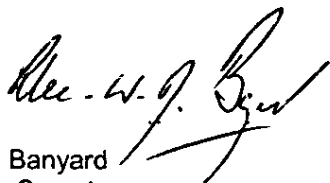
172 4 On any reorganisation of, or material alteration to, the share capital of the company (including, without limitation, any subdivision and/or consolidation, but excluding the Scheme), the value of the consideration per share to be paid under paragraph 172 3 of this article 172 shall be adjusted by the directors in such manner as the auditors of the company or an independent investment bank selected by the company may determine to be appropriate to reflect such reorganisation or alteration. References in this article 172 to shares shall, following such adjustment, be construed accordingly

172 5 To give effect to any such transfer required by this article 172, the company may appoint any person to execute a form of transfer on behalf of or as attorney for the New Member in favour of Turbo Alpha or its nominee(s). Pending the registration of Turbo Alpha or its nominee(s) as the holder of any share to be transferred pursuant to this article 172, Turbo Alpha shall be irrevocably empowered to appoint a person nominated by the directors of Turbo Alpha to act as attorney on behalf of each holder of any such share in accordance with such directions as Turbo Alpha may give in relation to any dealings with or disposal of such share (or any interest therein), exercising any rights attached thereto or receiving any distribution or other benefit accruing or payable in respect thereof and the registered holder of such share shall exercise all rights attaching thereto in accordance with the directions of Turbo Alpha but not otherwise. The company shall not be obliged to issue a certificate to the New Member for any such share "

ORDINARY RESOLUTION

- 3 That the arrangements with the Executive Directors (as defined in the circular to shareholders of the Company dated 23 January 2008 (the "Circular") accompanying the Notice of this meeting and a print of which has been produced to the meeting and (for the purposes of identification only) signed by the Chairman thereof) summarised in paragraph 11 headed "Information on arrangements between Turbo Alpha, Turbo Cayman and the Executive Directors" in Part Two and paragraph 10 of Part Eight of the Circular be and they are hereby approved in, or substantially in, such form, and the directors of the Company be and they are hereby authorised to do and procure to be done all such acts and things on behalf of the Company as they consider necessary or expedient for the purpose of giving effect to such arrangements

By Order of the Board



Alec W J Banyard
Company Secretary

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