

THE COMPANIES ACTS 1985 AND 1989

PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

TRITON Plc
(the "Company")

At an EXTRAORDINARY GENERAL MEETING of the Company held at Shepperton Park on Wednesday 1st March 2000 at 10.15 a.m. the following resolutions were passed as special resolutions:

SPECIAL RESOLUTIONS

THAT:

- (1) pursuant to section 53(1)(a) of the Companies Act 1985 (the "Act") the Company be re-registered as a private company;
- (2) the name of the Company be changed to Triton Limited;
- (3) pursuant to section 53(2) of the Act the memorandum of association of the Company be altered by:
 - (i) the deletion in the heading of the memorandum of association of the name "TRITON Plc" and the insertion in its place of the name "TRITON LIMITED";
 - (ii) the deletion of the existing clauses 1 and 2, and the insertion of a new clause 1 and a new clause 2 as follows:

"(1) The name of the Company is "Triton Limited"."; and

"(2) The Company is a private company limited by shares."; and
 - (iii) the insertion of new clauses 4(11), 4(12) and 4(13) as follows:

"(11) To enter into any guarantee or contract of indemnity or suretyship, and to provide security, including, without limitation, the guarantee and provision of security for the performance of the obligations of and the payment of any money (including, without limitation, capital, principal, premiums, dividends, interest, commissions, charges, discount and any related costs or expenses whether on shares or other



securities) by any person including, without limitation, any body corporate which is for the time being the Company's holding company, the Company's subsidiary, a subsidiary of the Company's holding company or any person which is for the time being a member or otherwise has an interest in the Company or is associated with the Company in any business or venture, with or without the Company receiving any consideration or advantage (whether direct or indirect), and whether by personal covenant or mortgage, charge or lien over all or part of the Company's undertaking, property, assets or uncalled capital (present and future) or by other means. For the purposes of clause 4(11) "guarantee" includes any obligation, however described, to pay, satisfy, provide funds for the payment or satisfaction of (including, without limitation, by advance of money, purchase of or subscription for shares or other securities and purchase of assets or services), indemnify against the consequences of default in the payment of, or otherwise be responsible for, any indebtedness of any other person.

- (12) To promote, finance and assist any person for the purpose of acquiring all or any of the property, rights and undertaking or assuming the liabilities of the Company, and for any other purpose which may in the opinion of the directors directly or indirectly benefit the Company, and in that connection to place, guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or other securities of a body corporate.
- (13) Subject to the Companies Act 1985, to give (whether directly or indirectly) any kind of financial assistance (as defined in section 152(1)(a) of the Companies Act 1985) for any purpose specified in section 151(1) or section 151(2) of the Companies Act 1985."

and the re-numbering of the subsequent sub-clauses of clause 4 accordingly; and

- (4) pursuant to section 53(2) of the Act, the articles of association of the Company be and are hereby altered by the adoption of new articles of association in the form attached in substitution for the existing articles of association of the Company.



Chairman