

1482152

THE GGT GROUP LIMITED

WRITTEN RESOLUTION OF THE SOLE MEMBER OF THE COMPANY
ENTITLED TO VOTE AT GENERAL MEETINGS PURSUANT TO THE
COMPANY'S ARTICLES OF ASSOCIATION

The holders of all the issued deferred convertible redeemable non-voting shares of 0.05 pence each in the capital of the Company (the "Deferred Shares") having consented in writing to the variation of the rights attaching to the Deferred Shares by the following resolution, **IT IS HEREBY RESOLVED AS A SPECIAL RESOLUTION OF THE COMPANY THAT** the Articles of Association of the Company be amended as follows:

- (i) by the addition of the following sub-Article 6.8A after the existing sub-Article 6.8:

"6.8A **Transfers of Deferred Shares to Controlling Shareholder**


Notwithstanding anything in these Articles of Association, a Deferred Shareholder may transfer Deferred Shares to a member of the Company holding Ordinary Shares representing greater than 50% by nominal value of the Ordinary Shares then in issue and the Directors shall not decline to register any such transfer."

- (ii) by the addition in the last sentence of the existing sub-Article 6.8.3 of the words "and in sub-clause 6.8A" after the words "Save as set out in this sub-clause 6.8".

 Director / Secretary
For and on behalf of DAS INTERNATIONAL LIMITED

Dated the 5th day of AUGUST 1998

WE HEREBY CERTIFY
THIS TO BE A TRUE AND
ACCURATE COPY OF
THE ORIGINAL

 (148/CS26)

HERBERT SMITH

Exchange House

Princes Street

London EC2A 2PB

Date 5/8 1998

