

Company No. 1556878

THE COMPANIES ACT 1985

PRIVATE
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS
OF
XENON COMPUTER SYSTEMS LIMITED



At an Extraordinary General Meeting of the above named Company duly convened and held at Dennis House, Marsden Street, Manchester, M2 1JD on 16 August 1993 the following resolutions were duly passed as Special Resolutions:

Resolutions

1 THAT

"The Articles of Association in the form produced to the Meeting and initialled by the Chairman by way of identification be adopted in substitution and to the exclusion of the existing Articles of Association of the Company."

2 THAT

"The following clause be inserted as an additional sub-clause (X) of Clause 3 in the Memorandum of Association of the Company

"(X) (i) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) whether with or without the Company receiving any consideration, to guarantee or to grant an indemnity in respect of or to secure (with or

without a personal covenant and with or without security or other fixed security or assignment or other conveyance or mortgage or pledge of or charge over or set off against or lien upon all or any part of the undertaking and assets, present and future, and the uncalled capital of the Company) the performance of any obligation, contract or liability or loss or cost or expense of the payment or of any debt or sum including the principal amount thereof of or any dividend, interest or premium on any stock, note, debenture, debenture stock, bond, share or other security of any person, firm or company including (without prejudice to the generality of the foregoing) any company which is or is about to become a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company in business.

- (ii) To enter into a guarantee with Barclays Bank PLC guaranteeing all monies due by Inhoco 232 Limited and its subsidiaries to Barclays Bank PLC.
- (iii) To give financial assistance (subject to and where permitted by the Companies Act 1985) directly or indirectly to any person for the purpose of acquiring the issued share capital of the Company (or any holding Company or subsidiary of the Company) or any part thereof or for the purpose of reducing or discharging any liability incurred by any person for the purpose of acquiring the issued share capital of the Company (or any holding Company or subsidiary of the Company) or any part thereof.

- (iv) To further and promote all or any of the objects and interests of any associated Company being any body Corporate which is or is about to become or shall have been a holding company or subsidiary of any such holding company or any company with which the Company or any such associated Company is or is about to be or shall have been associated as part of its business and other activities."


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Chairman