

Company Number : 1876409

THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY SHARES

ORDINARY and SPECIAL RESOLUTIONS

OF

DPS TYPECRAFT LIMITED

(Passed on the 3rd day of June 1992)

At an Extraordinary General Meeting of the above-named Company duly convened and held on the 3rd day of June 1992 the following Resolutions were duly passed as to Resolutions 1 and 3 as Ordinary Resolutions and as to Resolution 2 as a Special Resolution :-

ORDINARY RESOLUTION

1. That the share capital of the Company be increased from £250,000 to £400,000 by the creation of 750,000 new Ordinary Shares of 20p each ranking pari passu in all respects with the existing Ordinary Shares of 20p each in the capital of the Company.

SPECIAL RESOLUTION

2. That the Articles of Association of the Company be altered as

follows :-

- (i) by deleting the existing Article 3(A) and substituting the following :

"3(A) The authorised share capital of the Company at the date of adoption of this Article is £400,000 divided into 2,000,000 Ordinary Shares of 20p each."

- (ii) by deleting the existing Article 3(B) and substituting the following :

"3(B) The Directors are generally and unconditionally authorised (in addition to any such authority previously granted) in accordance with Section 80 of the Companies Act 1985 (as amended) to exercise all of the powers of the Company to allot relevant securities (as defined in the said Section 80) up to an aggregate nominal amount of £400,000 Provided that this authority shall expire on the fifth anniversary of the date of passing of this Resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Board may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired."

- (iii) by deleting the existing Article 4(A) and substituting the following :


"4(A) Pursuant to Section 95 of the Companies Act 1985 (as

amended) the Directors are empowered to allot equity securities (as defined by Section 94 of that Act) for cash pursuant to the authority conferred by Article 3(B) as if Section 89 of the Companies Act 1985 did not apply to such allotment."

- (iv) by deleting the existing Article 4(B) and renumbering Article 4(C) as Article 4(B).

ORDINARY RESOLUTION

3. That subject to the passing of each of the above Resolutions and without derogating from its powers under the Articles of Association (as altered pursuant to Resolution 2 above) the Board be and is hereby authorised to establish share option schemes on such terms as it may in its sole discretion determine (including but not limited to provision for the exercise of all or any options granted under any such schemes to Messrs. R. Kemm and R.A. Hall being subject to the achievement by the Company of its cumulative profit budgets for the Three calendar years ending on 31st December 1994 as agreed by the non-executive directors (if any) of the Company) in respect of up to an aggregate maximum of 150,000 Ordinary Shares of 20p each in the capital of the Company and to grant options pursuant to such schemes to and amongst such directors and employees of the Company as the Board may in its sole discretion determine including inter alia to Messrs. R. Kemm, R.A. Hall and G.H. Walker.



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Chairman