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DOUBLEGROWTH LIMITED

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING of the above named Company will be held at *Casphilly* on *Friday 17 October 1986* at *4 a.m./p.m.* for the purpose of considering and, if thought fit, passing the following resolutions.

To be proposed as
SPECIAL RESOLUTIONS

Increase in authorised capital

1. That the authorised share capital of the Company be hereby increased from £1000 to £290,000 by the creation of:-
 - (a) 104,000 ordinary shares of £1 each ranking pari passu in all respects with the existing 1000 ordinary shares in the Company;
 - (b) 45,000 'A' ordinary shares of £1 each; and
 - (c) 140,000 preference shares of £1 each;all such shares having the respective rights set out in the articles of association of the Company as proposed to be amended by the resolutions set out below.

Approval of share allotment
and share subscription and exclusion of pre-emption rights

2. (A) That the directors are unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to allot and dispose of or grant options over the Company's shares to such persons, on such terms and in such manner as they think fit, up to a total issued share capital of the Company of £290,000 at any time during the period of five years from the date hereof;
- (B) That by virtue of section 95(1) of the Companies Act 1985, section 89(1) shall not apply to the allotment of shares pursuant to the authority conferred by the preceding paragraph of this resolution;
- (C) That the subscription by Investors in Industry plc ('3i') for 45,000 'A' ordinary shares of £1 each in the Company representing 30% of the issued equity share capital of the Company after such subscription and for 140,000 preference shares of £1 each in the Company both on the terms set out in an agreement to be entered into between the Company and 3i (a draft of which has been produced to this meeting) be and is hereby approved.

Lewis Coates & Lucas Limited
124-128 City Road,
London EC1V 2NJ
Telephone: 01-251-6450 & 6459
Telex: 21957

Limited

COMPANIES-REGISTERED
11 FEB 1987
000001251 01251 6459
Telex: 21957

NOTE to Company's Solicitors

When the Resolution has been passed, one copy of the notice will be required by 3i's Solicitors endorsed with the following certificate:-

'WE HEREBY CERTIFY that the Meeting convened by the above notice was duly held and that the Resolution set forth above was duly passed thereat without amendment the Secretary of the Company having been directed to file a copy of such Resolution with the Registrar of Companies'

Date: 17th October 1986

Chairman..... J.E. Lloyd.

Secretary..... Alan Palmer

James
Solicitors
Aberdeen

Company Number:

COMPANIES ACT 1985

DOUBLEGROWTH LIMITED

CONSENT TO SHORT NOTICE

WE, being all the members of the above Company holding all the issued share capital of the above Company giving a right to attend and vote at the Extraordinary General Meeting convened by the above Company in the attached Notice, HEREBY CONSENT to such Meeting being held on the date specified in such Notice and to the Resolution set out in such Notice being proposed and passed thereat as a Special Resolution notwithstanding that less than the requisite period of notice of such Meeting may have been given.

Date: 17 October 1986.

..... J. K. Haerd.
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..... Alan Palmer
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