

THE COMPANIES ACTS 1985-1989
PRIVATE COMPANY LIMITED BY SHARES
ORDINARY AND SPECIAL RESOLUTIONS OF
LATTICE LABELS LIMITED
passed 20th June 1997

At an Extraordinary General Meeting of the abovenamed Company convened and held on the 20th June 1997 the following Resolutions were duly passed:-

ORDINARY RESOLUTION

"that the authorised share capital of the Company be increased from £101,875 to £102,500 by the creation of 3,125 "B" shares of 10 pence each and 3,125 "C" shares of 10 pence each having the rights and privileges set out in the Articles of Association of the Company."

SPECIAL RESOLUTION

"that the Articles of Association of the Company be amended by:-

- A. substituting for the definition of "Financial Years" in Article 1(b) the following definition:-

"Financial Years"



the First Financial Year the Second Financial Year the Third Financial Year the Fourth Financial Year the Fifth Financial Year the Sixth Financial Year the Seventh Financial Year and the Eighth Financial Year and "Financial Year" shall be interpreted accordingly;

- B. inserting in Article 1(b) the following definitions:-

"First Financial Year"

the period of twelve consecutive months ending 31st December 1994;

"Second Financial Year"	the period of twelve consecutive months ending 31st December 1995;
"Third Financial Year"	the period of twelve consecutive months ending 31st December 1996;
"Fourth Financial Year"	the period of twelve consecutive months ending 31st December 1997;
"Fifth Financial Year"	the period of twelve consecutive months ending 31st December 1998;
"Sixth Financial Year"	the period of twelve consecutive months ending 31st December 1999;
"Seventh Financial Year"	the period of twelve consecutive months ending 31st December 2000;
"Eighth Financial Year"	the period of twelve consecutive months ending 31st December 2001;

C. substituting in place of Article 2 the following Article:-

SHARE CAPITAL

2. The share capital of the Company is £102,500 divided into 100,000 ordinary shares of £1 each, 18,750 "A" shares of 10 pence each 3,125 "B" shares of 10 pence each and 3,125 "C" shares of 10 pence each.

D. substituting for Articles 3.1.2 and 3.1.3 the following Articles:-

- 3.1.2 (a) rank pari passu with the ordinary shares for participation in dividends declared by the Company after 31st December 2001 **PROVIDED ALWAYS** that and subject to Articles 3.1.2(b) and (c):-
- (i) 3,750 "A" shares shall convert into deferred "A" shares with no rights to participate in dividends declared by the Company after 31st December 2001 if Net Profits in respect of the First Financial Year the Second Financial Year or the Third Financial Year have not exceeded £70,000; and
 - (ii) 3,750 "A" shares shall convert into deferred "A" shares with no rights to participate in dividends declared by the Company after 31st December 2001 if Net Profits in respect of the Second Financial Year the Third Financial Year or the Fourth Financial Year have not exceeded

£80,000 following any Financial Year in respect of which Net Profits have exceeded £70,000; and

(iii) 3,750 "A" shares shall convert into deferred "A" shares with no rights to participate in dividends declared by the Company after 31st December 2001 if Net Profits in respect of the Third Financial Year the Fourth Financial Year or the Fifth Financial Year have not exceeded £90,000 following any two Financial Years in respect of which Net Profits have exceeded £80,000 and £70,000 respectively; and

(iv) 3,750 "A" shares shall convert into deferred "A" shares with no rights to participate in dividends declared by the Company after 31st December 2001 if Net Profits in respect of the Fourth Financial Year the Fifth Financial Year or the Sixth Financial Year have not exceeded £100,000 following any three Financial Years in respect of which Net Profits have exceeded £90,000, £80,000 and £70,000 respectively; and

(v) 3,750 "A" shares shall convert into deferred "A" shares with no rights to participate in dividends declared by the Company after 31st December 2001 if Net Profits in respect of the Fifth Financial Year the Sixth Financial Year or the Seventh Financial Year have not exceeded £110,000 following any four Financial Years in respect of which Net Profits have exceeded £100,000, £90,000 £80,000 and £70,000 respectively.

(b) the "A" shares may rank pari passu with the ordinary shares for participation in dividends declared by the Company after 31st December 1999 or 31st December 2000 if the Net Profits have exceeded £70,000, £80,000, £90,000, £100,000 and £110,000 in ascending order in respect of any of the Financial Years by either of those dates;

(c) the number of "A" shares converting into deferred "A" shares (if any) shall be adjusted to take account of the number of "B" shares and "C" shares which convert into deferred "B" shares and deferred "C" shares respectively in accordance with Article 4.1.2.

3.1.3 rank pari passu with the ordinary shares for participation in the Surplus Assets.

E. adding after Article 3 the following Article to be numbered Article 4:-

4.1 The "B" shares and the "C" shares shall:-

4.1.1 not entitle the holders to receive notice of attend or vote at any general meeting;

4.1.2 rank pari passu with the ordinary shares for participation in dividends declared by the Company after 31st December 2002 PROVIDED ALWAYS that:-

- (i) 375 "B" shares and 375 "C" shares shall convert into deferred "B" shares and "C" shares respectively with no rights to participate in dividends declared by the Company after 31st December 2002 if Net Profits in respect of the Fourth Financial Year have not exceeded £330,000; and
- (ii) 375 "B" shares and 375 "C" shares shall convert into deferred "B" shares and "C" shares respectively with no rights to participate in dividends declared by the Company after 31st December 2002 if Net Profits in respect of the Fifth Financial Year have not exceeded £370,000; and
- (iii) 375 "B" shares and 375 "C" shares shall convert into deferred "B" shares and "C" shares respectively with no rights to participate in dividends declared by the Company after 31st December 2002 if Net Profits in respect of the Sixth Financial Year have not exceeded £410,000; and
- (iv) 375 "B" shares and 375 "C" shares shall convert into deferred "B" shares and "C" shares respectively with no rights to participate in dividends declared by the Company after 31st December 2002 if Net Profits in respect of the Seventh Financial Year have not exceeded £450,000; and
- (v) 375 "B" shares and 375 "C" shares shall convert into deferred "B" shares and "C" shares respectively with no rights to participate in dividends declared by the Company after 31st December 2002 if Net Profits in respect of the Eighth Financial Year have not exceeded £490,000;

4.1.3 (a) entitle the holders to the following:-

- (i) 1% of the Surplus Assets; and
- (ii) 0.3% of Surplus Assets if the Net Profits in the Fourth Financial Year have exceeded £330,000; and
- (iii) 0.3% of Surplus Assets if the Net Profits in the Fifth Financial Year have exceeded £370,000; and

- (iv) 0.3% of Surplus Assets if the Net Profits in the Sixth Financial Year have exceeded £410,000; and
 - (v) 0.3% of Surplus Assets if the Net Profits in the Seventh Financial Year have exceeded £450,000; and
 - (vi) 0.3% of Surplus Assets if the Net Profits in the Eight Financial Year have exceeded £490,000;
- (b) For the purposes of Article 4.1.3(a) if Surplus Assets are distributed to the shareholders in any Financial Year the Net Profits in respect of that Financial Year and in respect of any subsequent Financial Years shall be deemed not to have exceeded the relevant amounts referred to therein.


F. renumbering the remaining Articles accordingly.”

ORDINARY RESOLUTION

“that the directors be generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (“the Act”) to exercise all the powers of the Company to allot relevant securities up to a maximum of the amount of the authorised share capital with which the Company is incorporated from time to time during the period of five years from the date of the passing of this resolution and the directors may, after such period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to section 80 of the Act) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.”

SPECIAL RESOLUTION

“that the directors be authorised pursuant to section 95 of the Act to offer and allot 3,125 “B” shares 10 pence each and 3,125 “C” shares of 10 pence each in the capital of the Company to Jeremy Leigh Roberts and Maria D’Alessandro respectively credited as fully paid upon payment therefor being received by the Company as if section 89(1) of the Act did not apply to such allotments provided that such offer shall be open for acceptance for a period of one month from the date of the passing of this resolution.”


.....
Secretary

20th June 97
.....
Date



Company Number 2589295

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- (c) the number of "A" shares converting into deferred "A" shares (if any) shall be adjusted to take account of the number of "B" shares and "C" shares which convert into deferred "B" shares and deferred "C" shares respectively in accordance with Article 4.1.2.

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Secretary

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