

23 - 10 - 95

Company Number 2589295

THE COMPANIES ACTS 1985-1989
PRIVATE COMPANY LIMITED BY SHARES
ORDINARY AND SPECIAL RESOLUTIONS OF
LATTICE LABELS LIMITED

passed 16th October 1995

At an Extraordinary General Meeting of the abovenamed Company convened and held on the 16th October 1995 the following Resolutions were duly passed:-

ORDINARY RESOLUTION

"that the authorised share capital of the Company be increased from £100,000 to £101,875 by the creation of 18,750 "A" Shares of 10 pence each having the rights and privileges set out in the Articles of Association of the Company."

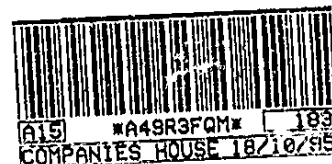
SPECIAL RESOLUTION

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

A. inserting in place of Regulation 1(b) the following Regulation:-

(b) In these Articles the following expressions shall have the following meanings:-

| | |
|-------------------|--|
| "the Act" | the Companies Act 1985, but so that any reference in these Article to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force; |
| "Financial Years" | the seven periods of twelve months each ending 31st December 1995, 1996, 1997, 1998, 1999, 2000 and 2001 respectively and "Financial Year" shall be interpreted accordingly; |



| | |
|------------------|---|
| "Net Profits" | the pre tax net profits of the Company as shown in the Company's audited profit and loss account for the relevant Financial Year; |
| "Surplus Assets" | the surplus assets of the Company available for distribution to its shareholders on a winding up. |

- B. adding after new Regulation 1(b) the following Regulations to be numbered Regulations 2 and 3 respectively:-

SHARE CAPITAL

2. The share capital of the Company is £101,875 divided into 100,000 ordinary shares of £1 each and 18,750 "A" shares of 10 pence each.
- 3.1 The "A" shares shall:-
 - 3.1.1 not entitle the holders to receive notice of attend or vote at any general meeting;
 - 3.1.2 on the 31st December 2001 rank pari passu with the ordinary shares for participation in dividends declared by the Company PROVIDED ALWAYS that:-
 - 3.1.2.1(i) 3,750 "A" shares shall convert into deferred "A" shares with no rights to participate in dividends declared by the Company if Net Profits in any previous Financial Year have not exceeded £110,000; or
 - (ii) 7,500 "A" shares shall convert into deferred "A" Shares with no rights to participate in dividends declared by the Company if Net Profits in any two previous Financial Years have not exceeded £110,000 and £100,000 respectively; or
 - (iii) 11,250 "A" shares shall convert into deferred "A" Shares with no rights to participate in dividends declared by the Company if Net Profits in any three previous Financial Years have not exceeded £110,000, £100,000 and £90,000 respectively; or
 - (iv) 15,000 "A" shares shall convert into deferred "A" shares with no rights to participate in dividends declared by the Company if Net Profits in any four previous Financial Years have not exceeded £110,000, £100,000, £90,000 and £80,000 respectively; or

- (v) 18,750 "A" shares shall convert into deferred "A" shares with no rights to participate in dividends declared by the Company if Net Profits in any five previous Financial Years have not exceeded £110,000, £100,000, £90,000, £80,000 and £70,000 respectively;

3.1.2.2 the "A" shares may rank pari passu with the ordinary shares for participation in dividends declared by the Company on the 31st December 1999 or 31st December 2000 if successive Net Profits of £70,000, £80,000 £90,000 £100,000 and £110,000 have been achieved by either of those dates;

3.1.3 entitle the holders to the following:-

- (i) 3% of Surplus Assets if Net Profits in any previous Financial Year have exceeded £70,000; or
- (ii) 6% of Surplus Assets if Net Profits in any previous Financial Year have exceeded £80,000 following any Financial Year in which Net Profits have exceeded £70,000; or
- (iii) 9% of Surplus Assets if Net Profits in any previous Financial Year have exceeded £90,000 following any two Financial Years in which Net Profits have exceeded £70,000 and £80,000 respectively; or
- (iv) 12% of Surplus Assets if Net Profits in any previous Financial Year have exceeded £100,000 following any three Financial Years in which Net Profits have exceeded £70,000, £80,000 and £90,000 respectively; or
- (v) 15% of Surplus Assets if Net Profits in any previous Financial Year have exceeded £110,000 following any four Financial Years in which Net Profits have exceeded £70,000, £80,000, £90,000 and £100,000 respectively.

C. renumbering the remaining Regulations accordingly."

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SPECIAL RESOLUTION

"that the Directors be authorised to allot 18,750 "A" Shares in the capital of the Company to Christopher Beadle credited as fully paid upon payment therefor being received by the Company."

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Secretary

16/10/95
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Date

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"Financial Years"

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the pre tax net profits of the Company as shown in the Company's audited profit and loss account for the relevant Financial Year;

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