

(1)

Document 3.2(c)

No. 02761171

## The Companies Act 1985

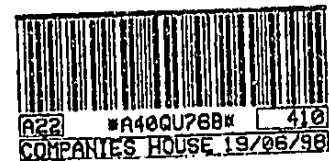
Company limited by shares

### Written resolution

of

Mor-Mac (Holdings) Limited

(passed on 29 May 1998)



We, being the only member of the Company entitled to attend and vote at an extraordinary general meeting of the Company, resolve that:

- (a) the authorised share capital of the Company be and it is increased by £1,473 to £101,473 and 100,000 French Francs by the creation of an additional 1,473 ordinary shares of £1 each in the capital of the Company ("Sterling Shares") which shall have attached thereto such rights and privileges and shall be subject to such restrictions and conditions as are specified in relation thereto in the articles of association of the company ("the Articles") as amended pursuant to paragraph (d) of this resolution;
- (b) the Directors be and they are generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot, or to grant any right to subscribe for or to convert any security into, shares in the Company up to a maximum nominal amount of £87,123 at any time or times during the period from the date of the passing of this resolution up to and including 28 May 2003 on which date the authority given by this resolution shall expire and such authority shall allow the Company to make an offer or agreement before the expiry of the authority which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of the authority;
- (c) each of the Deferred Shares (as defined in the existing Articles of Association of the Company) be and they are converted into and redesignated as Sterling Shares; and
- (d) the Articles of Association of the Company be and are hereby amended by:

Document 3.2(c)

- (i) deleting the definition of "Equity Shares" in Article 2 and by adding the following definition to Article 2:

"Non Sterling Shares"	the Ordinary Shares, "A" Ordinary Shares and "B" Ordinary Shares
--------------------------	--

- (ii) deleting sub-Article 3.1 and substituting therefor the following:

"3.1 The authorised share capital of the Company at the date of adoption of these Articles is £101,473 divided into 101,473 Ordinary Shares of £1 each ("Sterling Shares") and 100,000 French Francs divided into 95,652 "A" Ordinary Shares of 1 Ff each ("A" Ordinary Shares") and 4,348 "B" Ordinary Shares of 1 Ff each ("B" Ordinary Shares")."

- (iii) substituting in sub-Article 3.2 the words "Sterling Shares and Non Sterling Shares" in place of the words "Equity Shares and Deferred Shares";
- (iv) substituting in sub-Article 4.1 the words "Sterling Shares" in place of the words "Equity Shares";
- (v) deleting sub-Article 4.6, Articles 7 and 9 and sub-Article 12.1, and renumbering subsequent Articles accordingly;
- (vi) deleting clause 6 and substituting therefor the following:

## "6.1 Voting

### (a) *Sterling Shares*

The holders of the Sterling Shares shall have the right to receive notice of and to attend and vote at any general meeting of the Company.

### (b) *Non Sterling Shares*

The holders of the Non Sterling Shares shall have no right as such to receive notice of or to attend or vote at any general meeting of the Company unless a resolution to wind up the Company or to

Document 3.2(c)

vary or abrogate the rights attaching to the Non Sterling Shares is proposed.

## 6.2 Income

The profits of the Company available for dividend and resolved to be distributed in respect of each financial year or other period of the Company shall be applied first in payment of dividends to the holders of the Sterling Shares but so that the gross amount so paid in respect of each financial year or other period shall not exceed £10,000,000 and the balance (if any) of such profits shall be distributed by way of dividend as to 99 per cent. to the holders of the Sterling Shares and as to 1 per cent. to the holders of the Non Sterling Shares.

## 6.3 Return of Capital

On a return of capital on a winding-up or otherwise the surplus assets of the Company remaining after payment of its liabilities shall be applied first in repayment to the holders of the Sterling Shares of the amount paid up on such shares together with a premium of £10,000 per share and the balance of such assets shall be distributed among the holders of the Sterling Shares and the Non Sterling Shares rateably according to the amount paid up on such shares."

- (vii) making all necessary adjustments to any cross-references in the Articles as a result of the amendments to the Articles pursuant to this resolution.



Director  
for and on behalf of  
Chumgold Holdings Limited

24-06-98

(7)

Document 5.2(a)

No. 02761171

The Companies Act 1985

---

Company limited by shares

---

Written resolution

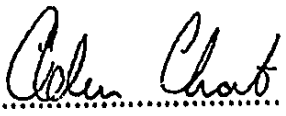
of

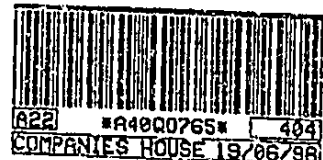
Mor-Mac (Holdings) Limited

(passed on 29 May 1998)

I, being the only member of the company entitled to attend and vote at an extraordinary general meeting of the company, resolve that:

- (a) Ff 100,000 of the authorised but unissued share capital of the Company, including that arising as a result of the purchase by the Company of 10,002 A ordinary shares of 1 Ff each and 4,348 B ordinary shares of 1 Ff each, be and it is cancelled.
- (b) the regulations contained in the printed document attached to this resolution be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.

  
.....  
Director  
For and on behalf of  
Churngold Holdings Limited



24-06-98

4

Document 4.2(a)

No: 02761171

## The Companies Act 1985

Company limited by shares

## Written Resolution

of

Mor-Mac (Holdings) Limited

(passed on 29<sup>th</sup> May 1998)

We, being all the members of the Company entitled to attend and vote at general meetings of the Company resolve that, in accordance with Section 164 of the Companies Act 1985 ("the Act"), the terms of an agreement proposed to be made between Chumgold Holdings Limited ("CHL") (1) and the Company (2) regarding the purchase by the Company of certain shares in the Company held by CHL, as set out in the draft agreement supplied to us pursuant to paragraph 5(3) of Part II of Schedule 15A of the Act, be and they are authorised and approved and that two directors or a director and the secretary of the Company be and they are authorised to enter into the agreement on behalf of the Company.



Director

For and on behalf of  
Chumgold Holdings Limited

