

No: 2893216

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

NOVO OVERSEAS LIMITED

Passed 28th February 1995

At an Extraordinary General Meeting of the Company duly convened and held on 28th February 1995, the following resolutions were duly passed:

ORDINARY RESOLUTIONS

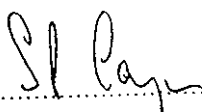
1. THAT the authorised share capital of the company be increased from £1,000 to £434,435 by the creation of 433,435 new Nil % Redeemable Preference shares of £1 each.
2. THAT the directors of the Company be authorised and directed to enter into an agreement to purchase the issued share capital of Walport Telmar Scandinavia ApS from Novo Holdings Limited in consideration of £433,435 and that such purchase be approved and sanctioned.

SPECIAL RESOLUTION

3. THAT the existing Articles of Association be amended by the insertion of a new Article 4 (iii):
 - (a) The Share Capital of the Company is £434,435 divided into 1,000 Ordinary Shares of £1 each and 433,435 Nil % Redeemable Preference Shares of £1 each ("the Preference Shares") with special rights and provisions as detailed hereunder.



- (b) The Preference Shares shall on a winding up or other repayment of capital entitle the holders to have the assets of the Company available for distribution among the members applied, in priority to any other class of shares, in paying to them *pari passu* the capital on such shares.
- (c) The Preference Shares shall not confer the right to any further or other participation in the profits or assets of the Company.
- (d) The Preference Shares shall not entitle the holders to receive notice of or attend or vote at any general meeting unless the business of the meeting includes the consideration of a resolution for winding up the Company or altering the rights attached to the Preference Shares in which case they will only be entitled to vote at the meeting on that resolution.
- (e)
 - (1) The company may subject to the provisions of the Companies Act 1985, at any time redeem the whole or any part of the preference shares upon giving to the shareholders whose shares are to be redeemed not less than three months' notice in writing at any time. The Company shall not be entitled to redeem any preference share unless it is a fully paid share.
 - (2) In the case of a partial redemption the preference shares to be redeemed shall be selected by drawings to be made at such place and in such manner as the directors in their absolute discretion shall determine.
 - (3) Any notice of redemption shall specify the particular shares to be redeemed the date fixed for such shares are to be presented for redemption. At the time and place so fixed, each holder thereof shall be bound to surrender to the company for cancellation the certificates for his shares which are to be redeemed together with a receipt for the moneys payable to the shareholder upon the redemption of such shares. Upon such surrender the company shall pay to the shareholder the par value of the shares for which certificates have been surrendered. If any certificate so surrendered to the company shall include any preference shares not then to be redeemed, a balance certificate for those shares shall be issued without charge.


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Chairman