

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION

of

TRIAGE PLC

Passed 13 APRIL 1999

At the Extraordinary General Meeting of the Company duly convened and held on 13 APRIL 1999, the following Resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

(a) That the articles of association of the company be altered:

by the deletion of Article 22 and the Substitution thereof of the following new Article

"22. (a) In this Article "the Group" means the Company and every company of which the Company has control within the meaning of section 840 Income and Corporation Taxes Act 1998.

(b) Any Member ("Transferor") who:

(i) ceases to be employed by or to be a director of any company in the Group, or

(ii) acquires shares in pursuance of rights or interests obtained by a director or employee of any company in the Group

shall be deemed to have served immediately on so ceasing or upon so acquiring as the case may be notice on the Company offering for sale to the other Members of the Company all shares then held by the Transferor ("Transfer Shares") and to have appointed any one of the Directors as his agent and attorney to execute such transfers and other documents as may be required to

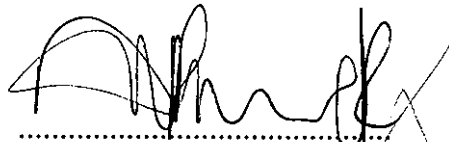


give effect to this Article in default of execution by the Transferor.

- (c) The auditors of the Company for the time being (who shall act as experts and not as arbitrators) shall certify a valuation ("the Transfer Price") per Transfer Share at the cost of the Company. Such valuation shall value the Transfer Shares:
 - (i) on the assumption that there is a willing seller and a willing buyer;
 - (ii) without taking account of whether the Transfer Shares comprise a majority or a minority interest in the Company;
 - (iii) on the assumption that shares can be transferred without restriction.
- (d) Within 21 days after the date of the deemed offer (or if later within seven days after the Transfer Price has been determined) the Directors shall offer the Transfer Shares by a notice in writing ("Offer Notice") which gives details of the number of the Transfer Shares and the Transfer Price to the other Members pro rata as nearly as maybe in proportion to the existing number of shares then held by each Member and inviting each Member to state in writing within 21 days from the date of the Offer Notice whether he is willing to purchase any of the Transfer Shares and if so the maximum number.
- (e) If at the expiry of 21 days from the date of the Offer Notice any Member has not agreed to purchase all the Transfer Shares offered to him the Directors shall offer such remaining Transfer Shares by way of a further Offer Notice to any Member who has agreed to purchase all of the Transfer Shares previously offered to him and shall invite such Member to state in writing within 21 days from the date of this second Offer Notice whether he is willing to purchase any of the further Transfer Shares offered and if so, the maximum number.
- (f) The Directors shall on the expiry on the second 21 day period referred to in paragraph (e) above notify the Transferor of the number of Transfer Shares to be bought. The Transferor shall be bound on receipt of the Transfer Price for the number of shares so sold to transfer such number of the Transfer Shares to the relevant other Members. The purchase shall be completed as soon as is reasonable possible at a time and place to be appointed by the Directors when against payment of the Transfer Price and subject to payment by the buyer of any relevant stamp duty the

buyer shall be registered as the holder of the relevant number of Transfer Shares.

- (g) The determination of the Transfer Price by the auditors shall be final and binding on all concerned.
- (h) The provisions set out above in this Article 22 shall apply to any purported transfer of shares in the Company except for any transfer made by a Member to:
 - (i) his spouse, widow, child or other lineal descendant, parent or brother or sister (collectively "the Family"); or
 - (ii) the trustees of any trust established for the benefit of members of the Family.



Chairman of the Meeting