



Company No: 3055360

MATLORILL LIMITED

AT AN Extraordinary General Meeting of the Company duly convened and held on ³⁰ of June 1995 at the registered office the following resolutions were duly passed as SPECIAL RESOLUTIONS:-

Increase in authorised capital

1. That the authorised share capital of the Company be hereby increased from £100 to £4,831,250 by the creation of:-
 - (A) 1,699,900 ordinary shares of £1 each ranking pari passu in all respects with the existing 100 ordinary shares in the Company
 - (B) 1,200,000 'A' ordinary shares of £1 each; and
 - (C) 3,262,500 'A' preference shares of 50 pence each;
 - (D) 600,000 'B' preference shares of 50 pence each

all such shares having the respective rights set out in the articles of association of the Company as proposed to be adopted by the resolution set out below.

Approval of share allotment

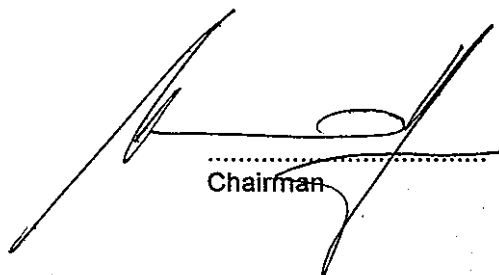
2.
 - (A) That the directors are unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to allot and dispose of or grant options over the Company's shares to such persons, on such terms and in such manner as they think fit, up to a total issued share capital of the Company of £4,831,248 at any time during the period of five years from the date hereof;
 - (B) That by virtue of section 95(1) of the Companies Act 1985, section 89(1) shall not apply to the allotment of shares pursuant to the authority conferred by the preceding paragraph of this resolution;
 - (C) That the subscription by 3i Group plc ('3i') for 800,000 'A' ordinary shares £1 each and 2,175,000 'A' preference shares 50 pence each be and is hereby authorised.

Adoption of new articles of association

3. That the articles of association contained in the printed document produced to the meeting marked 'A' and for the purpose of identification signed by the chairman, thereof be and the same are approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all the existing articles of association of the Company.

Dated this ³⁰ day of June 1995

matlor9


Chairman

STOCK TRANSFER FORM

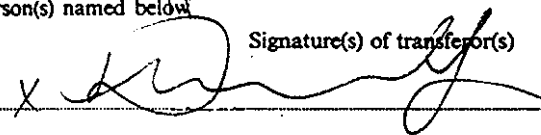
(Above this line for Registrars only)

Consideration money £11,111 to be satisfied by the allotment of 11,110 ordinary shares of £1 each in the capital of the transferee Consideration Money £.....	Certificate lodged with the Registrar (For completion by the Registrar/Stock Exchange)
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Name of Under- taking.	H. BOELMANN MANUFACTURERS LIMITED	
Description of Security.	ORDINARY £1	
Number or amount of Shares, Stock or other security and, in figures column only, number and denomination of units, if any.	Words ONE ORDINARY SHARE OF ONE POUND	Figures (1 units of £1)
Name(s) of re- gistered holder(s) should be given in full: the address should be given where there is only one holder. If the transfer is not made by the registered holder(s) insert also the name(s) and capacity (e.g., Executor(s)) of the person(s) making the transfer.	In the name(s) of DAVID G. MOULD 14 Southway Burgess Hill West Sussex	

I/We hereby transfer the above security out of the name(s) aforesaid to the person(s) named below

Signature(s) of transferor(s)

1. 
2. _____
3. _____
4. _____

Bodies corporate should execute under their common seal

Stamp of Selling Broker(s) or, for transactions which are not stock exchange transactions, of Agent(s), if any, acting for the Transferor(s)

Date 20 June 1995

Full name(s) and full postal address(es) (including County or, if applicable, Postal District number) of the person(s) to whom the security is transferred.

Please state title, if any, or whether Mr., Mrs., or Miss.

Please complete in type-writing or in Block Capitals.

MAT LORILL LTD
 26 VICTORIA WAY
 BURGESS HILL
 West Sussex

I/We request that such entries be made in the register as are necessary to give effect to this transfer.

Stamp of Buying Broker(s) (if any)

Stamp or name and address of person lodging this form (if other than the Buying Broker(s))



STOCK
TRANSFER
FORM

(Above this line for Registrars only)

Consideration Money £1,688,889
to be satisfied by the allotment
of 1,688,888 ordinary shares
in the capital of the transferee
Consideration Money £.....

Certificate lodged with the Registrar



(For completion by the Registrar/Stock Exchange)

Name of Under- taking.	H BOLLMANN MANUFACTURERS LIMITED		
Description of Security.	ORDINARY £1		
Number or amount of Shares, Stock or other security and, in figures column only, number and denomination of units, if any.	Words	Figures	
	ONE HUNDRED AND FIFTY TWO ORDINARY SHARES OF £1 EACH	(152 units of £1)	
Name(s) of re- gistered holder(s) should be given in full: the address should be given where there is only one holder. If the transfer is not made by the registered holder(s) insert also the name(s) and capacity (e.g., Executor(s)) of the person(s) making the transfer.	In the name(s) of		
	HANNLORE SCHLICKER BOLLMANN 7 Woodgate Meadow Lewes East Sussex		

I/We hereby transfer the above security out of the name(s) aforesaid to the person(s) named below

Signature(s) of transferor(s)

- 1.
2. _____
3. _____
4. _____

Bodies corporate should execute under their common seal

Stamp of Selling Broker(s) or, for transactions which are not stock exchange transactions, of Agent(s), if any, acting for the Transferor(s)

Date 30 June 1995

Full name(s) and full postal address(es) (including County or, if applicable, Postal District number) of the person(s) to whom the security is transferred.

Please state title, if any, or whether Mr., Mrs., or Miss.

Please complete in type-writing or in Block Capitals.

MATLORILL LTD
26 VICTORIA WAY
BURGESS HILL
WEST SUSSEX

I/We request that such entries be made in the register as are necessary to give effect to this transfer.

Stamp of Buying Broker(s) (if any)

Stamp or name and address of person lodging this form (if other than the Buying Broker(s))