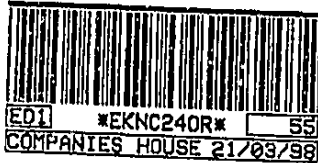


No: 3083661

We hereby certify  
this to be a true copy  
of the original

THE COMPANIES ACT

*[Signature]*  
COMPANY  
SECRETARY



COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

**OSI GROUP HOLDINGS LIMITED**

passed on Thursday 26 June 1997

At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened and held at Metropolis House, 22 Percy Street, London W1P 9FF, UK on Thursday 26 June 1997 at 5:35 pm, the following resolution was passed as Special Resolution:-

### SPECIAL RESOLUTION

- (a) That the Company's authorised capital shall be, and hereby is, increased to £2,380,033.55 by the creation of 3,500,000 Preference Shares of 1p each, such shares to rank pari passu with the existing Preference Shares of 1p each in the capital of the Company;
- (b) That with effect from the date of this resolution the Directors be, and they are hereby, generally and unconditionally authorised pursuant to Section 80 Companies Act 1985 to allot relevant securities (as defined in that Act) up to a maximum nominal amount of £2,380,033.55 at any time or times during the period of five years from the date of this resolution and at any time thereafter pursuant to any offer or agreement made by the Company before the expiry of this authority (and the authority under this resolution shall extend to the allotment of any bonus shares following redemption of other shares within the above limits under the new Article 26A referred to in (d) below);
- (c) That Articles 11.4.2, 11.4.3 and 18 in the Articles of Association of the Company ("the Articles") and the definition of "Deferred Share" in Article 2.1 in the Articles shall be, and they are hereby, amended immediately to be in accordance with the revised versions produced to the Meeting (and signed for identification purposes by the Chairman thereof);
- (d) That a new definition of "B" Deferred Shares be, and hereby is, inserted in Article 2.1 in the Articles and a new Article 26A be, and hereby is, inserted in the Articles immediately in accordance with the texts produced to the Meeting (and signed for identification purposes by the Chairman thereof);
- (e) That the consolidation under Article 26A of Deferred Shares into "A" Ordinary Shares and "C" Ordinary Shares and the allotment and issue of all existing and bonus Deferred Shares to be so consolidated be, and they hereby are, approved and confirmed;
- (f) That immediately following operation and completion of the matters set out in Article 26A of the Articles, Articles 26 and 26A of the Articles shall be deleted.

*[Signature]*  
Secretary