

No: 3083661

THE COMPANIES ACTS 1985 - 1989

COMPANY LIMITED BY SHARES

EXTRAORDINARY RESOLUTION

of

CONVERTIBLE SHAREHOLDERS

of

OSI GROUP HOLDINGS LIMITED

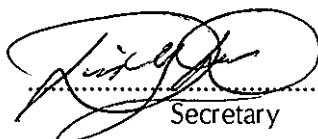
passed on Tuesday 8 April 1997

At an SEPARATE CLASS MEETING OF THE CONVERTIBLE SHAREHOLDERS of the Company, duly convened and held at Metropolis House, 22 Percy Street, London W1P 9FF, UK on Tuesday 8 April 1997 at 6.00 pm, the following resolution was passed as an Extraordinary Resolution:-

EXTRAORDINARY RESOLUTION

THAT, the holders of the convertible cumulative redeemable preferred ordinary shares of 10p each in the capital of the Company (the "Convertible Shares") hereby sanction and consent to:-

- (1) the passing and carrying into effect of the Special Resolution of the Company contained in the Notice of Extraordinary General Meeting of the Company convened for 8 April 1997 (a copy of which is produced to the meeting and signed by the Chairman thereof for the purposes of identification); and
- (2) any variation or abrogation and/or deemed variation of abrogation of the rights attached to the Convertible Shares which will or may result from the passing and the carrying into effect of such Special Resolution.


.....
Secretary

