

No: 3083661

THE COMPANIES ACTS 1985 - 1989

COMPANY LIMITED BY SHARES

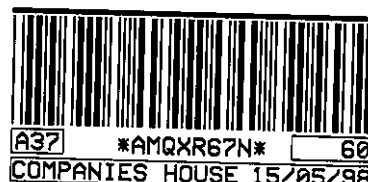
SPECIAL RESOLUTIONS

of

OSI GROUP HOLDINGS LIMITED

passed on Tuesday 18 November 1997

At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened and held at Metropolis House, 22 Percy Street, London W1P 9FF, UK on Tuesday 18 November 1997 at 6.05 pm, the following resolutions were passed as Special Resolutions:-



SPECIAL RESOLUTION 1

That:-

- 1 in Article 7.1.2 the words "or to have the Company redeem its Convertible Shares" be deleted and the words "or (subject to Article 8.3.3) to have the Company redeem its Convertible Shares" be inserted in their place;

- 2 the following new Article 8.3.3 be inserted in the Company's articles of association:-

"8.3.3 The Company may serve written notices ("Quotation Notices") on the holders of all of the Convertible Shares stating that it is proposing to seek a Quotation. Each Quotation Notice shall specify the expected date of the Quotation ("the Quotation Date"), state that it is served pursuant to this Article 8.3.3 and be served not later than 42 days before the Quotation Date. Where Quotation Notices have been served on the holders of Convertible Shares they shall each be entitled to serve a written notice ("Notice of Intent") on the Company of their wish to have all or part of the shares held by them redeemed immediately prior to the Quotation. Each Notice of Intent shall be served on the Company not less than 35 days before the Quotation Date and shall specify the name and address of the holder or holders of Convertible Shares serving it, the number of Convertible Shares which are to be redeemed, the Quotation Notice to which it relates and that it is served pursuant to this Article 8.3.3. Immediately prior to the Quotation referred to in the Quotation Notice the Company shall be obliged to redeem all those Convertible Shares in respect of which a Notice or Notices of Intent has or have been served and has or have not lapsed. If the Quotation does not occur within one month after the Quotation Date all Quotation Notices and Notices of Intent relating to that Quotation Date shall lapse and be of no further effect. Where the Company has served Quotation Notices in respect of a proposed Quotation and so long as the Quotation Notices relating to that Quotation have not lapsed any right in respect of that proposed Quotation to opt to redeem any Convertible Shares which has arisen under Article 7.1.2 may be exercised only by service of a Notice of Intent."

- 3 in Article 8.6 the words "in accordance with Articles 8.1, 8.2 or 8.3" be deleted and the words "in accordance with Articles 8.1, 8.2, 8.3.1 and 8.3.2" be inserted in their place.

SPECIAL RESOLUTION 2

That Article 12.1.9 be renumbered 12.1.10 and a new Article 12.1.9 be inserted in its place as follows:-

"12.1.9 any transfer consisting of the execution of any agreement for the placing of shares on the Quotation of the share capital of the Company;"

SPECIAL RESOLUTION 3

That in Article 18 the word "twelve" be deleted and the word "fifteen" be inserted in its place.

SPECIAL RESOLUTION 4

That in Article 22 the words in brackets in the second sentence be deleted and replaced by the following words:

"(who, subject to the exception in the next sentence, shall include the Nominated Directors or their alternates (and, save in cases where such exception operates, if at any time there are four Nominated Directors, the quorum shall be four directors))"

and that after the second sentence the following new sentence be added:

"In respect of any meeting, the presence of a particular Nominated Director and any alternates of his shall not be required for the meeting to be quorate if the holders of more than 50 per cent in nominal value of the class or classes of shares which appointed such person as a Nominated Director so consent."

SPECIAL RESOLUTION 5

That Regulation 94 in Table A in the Schedule to the Companies (Tables A-F) Regulations 1985 shall no longer apply to the Company and the following new Article 23B shall be inserted in the Company's articles of association:-

"23B Except as otherwise provided by these Articles, a Director must not vote on (or be counted in the quorum in respect of) any resolution of the Board concerning a contract or arrangement or other proposal in which he (together with any interest of any person connected with him within the meaning of Section 346 of the Act) is to his knowledge, directly or indirectly, materially interested. If he does, his vote shall not be counted. This prohibition does not apply to any of the following matters, namely:

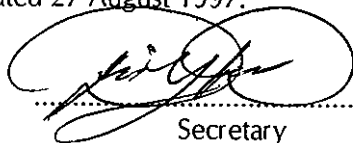
- 23B.1 a contract or arrangement for giving to the Director security, a guarantee or an indemnity in respect of money lent by him or obligations undertaken by him or by any other person at the request of or for the benefit of the Company or any of its subsidiaries;
- 23B.2 a contract or arrangement for the giving by the Company of security to a third party in respect of a debt or obligation of the Company or any of its subsidiaries which the Director has himself guaranteed or secured or indemnified in whole or in part;
- 23B.3 a contract or arrangement by the Director to subscribe for shares, Debentures or other securities of the Company (of which the Director is or may be entitled to subscribe for as a holder of the same) issued or to be issued pursuant to an offer or invitation to, or to any class of, members or debenture holders of the

Company, or to, or to any section of, the public, or to underwrite or sub-underwrite any shares, debentures or other securities of the Company;

- 23B.4 a contract or arrangement in which the Director is interested by virtue of his interest in shares or debentures or other securities of the Company or by reason of any other interest in or through the Company;
- 23B.5 a contract or arrangement concerning another company (not being a company in which the Director and any persons connected with him owns 1 per cent or more) in which he is interested directly or indirectly in accordance with the provisions of sections 198 to 211 of the Act whether as an officer, shareholder, creditor or otherwise;
- 23B.6 a proposal concerning the adoption, modification or operation of a superannuation fund or retirement, death or disability benefits scheme which relates both to directors and employees of the Company or of any of its subsidiaries which does not accord to the Director as such any privilege or advantage not generally accorded to the employees to which the scheme or fund relates;
- 23B.7 an arrangement for the benefit of employees of the Company or of any of its subsidiaries under which the Director benefits in a similar manner as the employees and which does not accord to the Director as such any privilege or advantage not generally accorded to the employees to whom the arrangement relates; and
- 23B.8 any proposal concerning the giving to him of any indemnity pursuant to the provisions of Article 28 or concerning any insurance which the Company is empowered to purchase and/or maintain for or for the benefit of any Directors or for persons who include Directors provided that for the purposes of this sub-paragraph insurance shall mean only insurance against liability incurred by a Director in respect of any act or omission by him referred to in Article 29 or any other insurance which the Company is empowered to purchase and/or maintain for or for the benefit of any groups of persons consisting of or including Directors."

SPECIAL RESOLUTION 6

That the rights of pre-emption contained in Article 3.3 of the articles of association of the Company shall not apply to the allotment of shares to Dr J Rowell under the terms of the option agreement entered into between him and the Company dated 27 August 1997.


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Secretary

No: 3083661

THE COMPANIES ACTS 1985 - 1989

COMPANY LIMITED BY SHARES

EXTRAORDINARY RESOLUTION

of

CONVERTIBLE SHAREHOLDERS

of

OSI GROUP HOLDINGS LIMITED

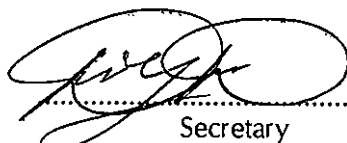
passed on Tuesday 18 November 1997

At a 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 18 November 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 Resolutions numbered 1 to 5 of the Company contained in the Notice of Extraordinary General Meeting of the Company convened for Tuesday 18 November 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 or 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 Resolutions and/or the amendments to the Articles of Association of the Company to be effected thereby.



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Secretary