

No: 3083661

THE COMPANIES ACTS 1985 - 1989

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

and

SPECIAL RESOLUTION

of

OSI GROUP HOLDINGS LIMITED

passed on Tuesday 8 April 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 8 April 1997 at 6.05 pm, the following resolutions were passed as Ordinary and Special Resolutions:-

ORDINARY RESOLUTION

THAT:



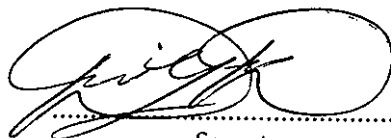
1. the Company's authorised capital be increased to £2,345,033.55 by the creation of 10,000,000 "A" Ordinary Shares of 10p each, such new shares to rank pari passu with the existing "A" Ordinary Shares of 10p each of the Company; and
2. with effect from the date of this resolution the directors be and 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 £2,345,033.55 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.

SPECIAL RESOLUTION

THAT it is hereby directed that Articles 3.3 to 3.7 of the Company's Articles of Association shall not apply to allotments of shares (or to allotments of shares pursuant to options) which are approved by all Nominated Directors up to a maximum nominal amount of £100,000, where such shares are allotted (or options granted) to either:

1. persons who at any time hereafter transfer to the Company shares in any company which hereafter becomes a subsidiary (as defined in Section 736 Companies Act 1985) of the Company; or
2. present or former employees of any such company,

either (in the case of paragraph 1. of this Special Resolution) as part of the consideration for such shares transferred or (in the case of paragraph 1. or 2. of this Special Resolution) in connection with the employment of such persons by the Company or any subsidiary (as so defined) of the Company. This direction is without prejudice to other exceptions to the pre-emption rights in Articles 3.3 to 3.7.



.....

Secretary