

THE COMPANIES ACTS 1985

\_\_\_\_\_  
**COMPANY LIMITED BY SHARES**  
\_\_\_\_\_

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

*Ladcliffes  
Crossman  
Blake*

**WRITTEN RESOLUTION**

Pursuant to S381A Companies Act 1985

- of -

**OSI Group Holdings Limited  
("the Company")**

**Company number: 3083661**

**(Passed on 3 November 1995)**


**RESOLUTION**

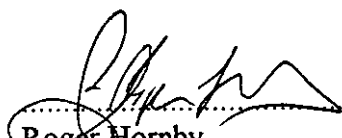


We being all the members who at the date hereof are entitled to attend and vote at a general meeting of the Company **HEREBY RESOLVE THAT:**

1. Subject where necessary to compliance with Sections 155-158 Companies Act 1985, the Company pay the following sums:
  - 1.1 the costs and expenses (not exceeding an aggregate amount of £250,000 plus VAT, where relevant) of the vendors ("the Vendors") of the ordinary share capital in OSI Group Limited in relation to the negotiation, preparation and execution of the agreement for the sale and purchase of such shares between the Vendors (1) the persons named therein as Warrantors (2) and the Company (3) ("the Acquisition Agreement"), the Tax Deed (as defined in the Acquisition Agreement) and all documents ancillary to either of them or referred to as being in the agreed form, together with the Subscription and Shareholders' Agreement relating to the Company between Richard Price and others ("the Carlington Founders") (1) the Vendors (2) Richard Evans and others (3) Alistair Roy Phillips (4) the Company (5) and three ECI Funds ("the Investors") (6) ("the Shareholders' Agreement"), the board minutes thereunder, the memorandum and articles of association of the Company, the banking documentation relating to the financing of the Company and any ancillary documentation as to any of the same;
  - 1.2 an arrangement fee of £50,000 (plus VAT) to ECI Ventures Limited;

- 1.3 all fees (including legal fees) and expenses (including VAT) incurred by the Investors and the Carlington Founders in or in connection with the preparation, negotiation and completion (where appropriate) of the Shareholders' Agreement, the Acquisition Agreement, the Tax Deed (as defined in the Acquisition Agreement), the Board Minutes (as defined in the Shareholders' Agreement), the Articles (as defined in the Shareholders' Agreement), the memorandum of association of the Company, the Deed Polls (as defined in the Shareholders' Agreement), any banking documentation relating to the financing of the Company and any ancillary documents;
- 1.4 the costs incurred by the Investors in or in connection with the preparation of the Accountants' Report and the investigation by David Mann (including VAT).
2. The payment of the sums referred to in paragraph 1 above is in the best interests of the Company and that there is full and fair consideration to the Company for such payments.
3. If the payment of, or agreement to pay, any of the sums referred to in paragraph 1 above is financial assistance within Sections 151-158 Companies Act 1985, the giving of such financial assistance be and is hereby approved.
4. Any act done or document executed pursuant to any of the foregoing paragraphs of this resolution shall be valid, effective and binding upon the Company notwithstanding any limitation on the borrowing or other powers of the directors of the Company contained in or incorporated by reference in the Company's Articles of Association (any such limitation being hereby suspended, waived, relaxed or abrogated to the extent requisite to give effect to the foregoing paragraphs).

  
.....  
Richard Price

  
.....  
Roger Hornby

  
.....  
William Marshall

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

