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COMPANIES FORM No. 123

Notice of increase in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use Company number

3083661

Name of company

*Insert full name
of company

* OSI GROUP HOLDINGS LIMITED

† The copy must be
printed or in some
other form approved
by the registrar

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 8 APRIL 1997 the nominal capital of the company has been
increased by £ 1,000,000 beyond the registered capital of £ 1,345,033.55

A copy of the resolution authorising the increase is attached. †

The conditions (e.g. voting rights, dividend rights, winding-up rights etc.) subject to which the
new shares have been or are to be issued are as follows:

10,000,000 "A" ORDINARY SHARES OF 10p EACH PARI PASSU WITH THE EXISTING
"A" ORDINARY SHARES IN THE CAPITAL OF THE COMPANY

Please tick here if
continued overleaf

☐

§
Insert Director,
Secretary,
Administrator,
Administrative
Receiver or Receiver
(Scotland) as
appropriate

Signed  Designation § SECRETARY

Date 4/2/98

Presentor's name, address and
reference (if any):

Radcliffes
5 Great College Street
Westminster
London SW1P 3SJ
DX 113 LONDON

Ref: PJM

For official use
General Section

Post room



No: 3083661

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

THE COMPANIES ACTS 1985 - 1989

COMPANY LIMITED BY SHARES


COMPANY
SECRETARY

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:

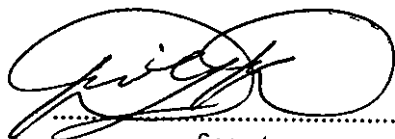
1. the Company's authorised capital be increased to £2,345,033.55 by the creation of 10,000,000 "A" Ordinary Shares of 10p each, such new shares to rank pari passu with the existing "A" Ordinary Shares of 10p each of the Company; and
2. with effect from the date of this resolution the directors be and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



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Secretary

