

**THE COMPANIES ACTS 1985 TO 1989**

**COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**OSI GROUP HOLDINGS LIMITED**

**COMPANY NO: 3083661**

WE, the undersigned, being all the members of the Company for the time being entitled to attend and vote at general meetings of the company UNANIMOUSLY RESOLVE in accordance with section 381A of the Companies Act 1985:

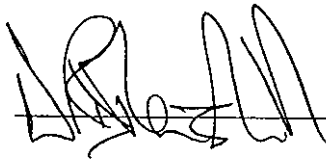
1. THAT the existing issued and authorised ordinary shares in the Company be converted to 'A' ordinary shares of 10 pence each and the deferred shares in the Company be converted to 'A' deferred shares of 0.001p each with the rights as set out in the Articles of Association of the Company as adopted by resolution 6.
2. THAT the authorised share capital of the Company be increased from £300,060 to £1,345,033.55 by the creation of 5,051,735 cumulative redeemable preference shares of 1 penny each, 2,200,000 convertible cumulative redeemable preferred ordinary shares of 10 pence each, 1,244,082 'A' ordinary shares of 10 pence each, 3,600,000 'B' ordinary shares of 10 pence each, 2,400,000 'C' ordinary shares of 10 pence each, 4,800,000 'C' deferred shares of 0.001 pence each, and 500,000 'D' ordinary shares of 10 pence each, and that each have attached thereto the rights set forth in the Articles of Association of the Company as adopted by resolution 6.
3. THAT for the purposes of section 80 of the Companies Act 1985 (and so that expressions used in this resolution shall bear the same meanings as in the said section 80):
  - (i) the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities up to a maximum nominal amount of £1,345,033.55 to such persons and at such times and on such terms as they think proper during the period expiring at the end of five years from the date of the passing of this resolution;
  - (ii) the Company be and is authorised to make prior to the expiry of such period any offer or agreement which would or might require relevant securities to be allotted after the expiry of the said period and the Directors may allot relevant securities in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by this resolution;

and that such authority be given in addition to all previous authorities of the Directors pursuant to the said section 80.



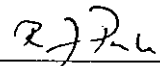
4. THAT subject to the passing of resolution 3 and in accordance with section 95 of the Companies Act 1985 ("the Act") the Directors be and are empowered to allot equity securities (as defined in sub-section (2) of section 94 of the Act) pursuant to the authority conferred on them to allot relevant securities (as defined in section 80 of the Act) by that resolution 3 up to a maximum nominal value of £1,345,033.55 as if sub-section (1) of section 89 of the Act did not apply at any time or times.
5. THAT, subject to the passing of resolution 6, the terms of the Articles of Association proposed to be adopted pursuant to resolution 6 under which the Company may become entitled to purchase certain shares in the capital of the Company, be and are hereby approved and the Company be and is hereby authorised to enter into a contingent purchase contract on the terms contained in the Articles of Association of the Company.
6. THAT, pursuant to section 9 of the Companies Act 1985, the Articles of Association of the Company be deleted in their entirety and the regulations contained in the document attached hereto be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.
7. THAT the Memorandum of Association of the Company be deleted in its entirety and the Memorandum of Association in the form of the document attached hereto be approved and adopted as the Memorandum of Association of the Company in substitution for and to the exclusion of the existing Memorandum of Association of the Company.

SIGNED by WILLIAM MARSHALL:




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SIGNED by RICHARD PRICE:



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SIGNED by ROGER HORNBY:



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DATE: 1<sup>st</sup> November 1995