

No: 3083661

THE COMPANIES ACTS 1985 - 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

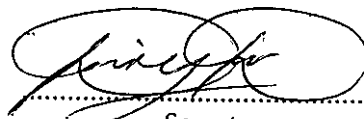
OSI GROUP HOLDINGS LIMITED

passed on Friday 12 January 1996

At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened and held at Metropolis House, 22 Percy Street, London W1P 9FF, UK on Friday 12 January 1996, the following resolutions were passed as Special Resolutions:-

SPECIAL RESOLUTIONS

- (1) That pursuant to Article 3.3 of the Company's Articles of Association the Board of Directors of the Company are hereby directed that up to 200,000 "C" Ordinary Shares and up to 400,000 "C" Deferred Shares may be issued and allotted to certain persons who sold the ordinary shares in OSI Group Limited to the Company and/or existing employees of OSI Group Limited without the requirement that such shares be first offered for subscription to existing members of the Company under Articles 3.3 to 3.7 of such Articles
- (2) That Article 12.10 of the Company's Articles of Association be replaced by the following words:
"Holders of Convertible Shares may, at any time within three months of the date of adoption of these Articles, transfer a maximum aggregate of 200,000 Convertible Shares (either alone or with a maximum aggregate of 400,000 "C" Deferred Shares) to any person(s) nominated by them."


Secretary

