

**SPECIAL RESOLUTION
OF
LEGEND INVESTMENTS LIMITED**

Passed the 25th day of June 1997

AT AN EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at Priory Mill, Castle Road, Studley, Warwickshire, B80 7AA on the above date the following resolution was duly passed as a special resolution of the Company :

SPECIAL RESOLUTION

That :

1. the authorised capital of the Company be increased by 90,000 "£1" Ordinary Shares to 100,000 Ordinary Shares of £1 each and 42,857 "A" Ordinary Shares of £1 each having the rights set out in the Articles of Association referred to in paragraph 2 below.
2. A new Article be inserted in the Articles of Association of the Company as 3(a) as follows:
 - (i) the share capital comprises:
 - (a) 100,000 £1 ordinary shares
 - (b) 42,857 £1 "A" ordinary shares
 - (ii) the 100,000 £1 ordinary shares carry voting rights
 - (iii) the 42,857 £1 "A" ordinary shares do not have any voting rights but instead have the following rights:
 - (a) The holders of the "A" Ordinary Shares shall be entitled to an annual dividend that will be the greater of :-
 - (i) a minimum cumulative cash dividend of 6.5% of the price subscribed for the "A" ordinary shares, or
 - (ii) a cash dividend of 6.5% of the net profits before tax each year, or
 - (iii) a dividend to ensure a total cash payment equivalent to the dividend paid on the ordinary shares beyond 6.5%



sold to a third party or restructured or going into liquidation (compulsory or voluntary) so as to ensure that the "A" ordinary shares will rank pari passu with the ordinary shares and in the event of such rights being exercised the "A" ordinary shares will immediately acquire voting rights

- (c) For the purpose of calculating the dividend payable under (a) above any payment by the Company to the said Derek Christopher Brown and John Alan Murray of emoluments which exceed in total £120,000 shall be disregarded.

3. the Directors of the Company are generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 ("the Act") to exercise all powers of the Company to allot:

90,998.

- (i) ~~90,000~~ Ordinary Shares of £1 each;
(ii) 42,857 "A" Ordinary Shares of £1 each;

4. That the Directors of the Company be empowered pursuant to Section 95 of the Act to allot the Shares in the capital of the Company pursuant to the authority conferred by paragraph 4 as if Sections 89(1) and 90(1) to (6) of the Act did not apply. This power shall expire on 30th September 1997.

Dated *25th June* 1997

Registered Office

30 ST PAULS SQUARE
BIRMINGHAM B31 4Z

BY ORDER OF THE BOARD

Signed *[Signature]* (Secretary)

[Signature]
DIRECTOR.