

Company No: 4339006

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ORDINARY RESOLUTION
OF
MAYNE VISION LIMITED
(passed on 6th February 2002)

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at 1725 London Road, Leigh on Sea, Essex on 6th February 2002 the following Resolution was passed as an Ordinary Resolution of the Company:-

RESOLUTION

That the authorised share capital be increased to £100,000 by the creation of 40,000 £1 non-cumulative 5% redeemable preference shares with rights as detailed on the attached schedule. /

.....Chairman



**TO RANK PARI PASSU WITH THE EXISTING ORDINARY SHARES OF £1
IN ALL RESPECTS SAVE THAT:**

AS REGARDS VOTING

The holders of the preference shares shall not be entitled to receive notice of, or attend, or vote at any general meeting of the company.

AS REGARDS INCOME

The holders of the preference shares shall be entitled in priority to any payment of dividend on any other class of share to a non-cumulative preferential dividend of 5% per annum. Subject to the above, profits of the company available for dividend and resolved to be distributed shall be distributed by way of dividend among the holders of the ordinary shares.

AS REGARDS CAPITAL

The preference shares shall entitle the holders thereof on a winding up or on a reduction of capital involving a return of capital, together with any further preference shares created, to rank pari passu therewith as regards priority in respect of capital, and in priority to any return of capital on any other class of shares, to repayment of the capital paid up or credited as paid up thereon and the balance of the assets of the company, subject to any special rights which may be attached to any class of shares, shall be applied to repaying to the holders of the ordinary shares the amounts paid upon such shares and subject thereto shall belong to and be distributed among such holders rateably according to the amounts paid upon such shares and the holders of the preference shares shall not be entitled to any further or other participation in the profits or assets of the Company.

AS REGARDS REDEMPTION

The following provisions shall apply with regard to the redemption of the preference shares:

- (1) Subject to the provisions of the Companies Act 1985, the company shall have the right to redeem at par the whole or any part of the preference shares at any time or times after the date of issue of the said shares upon giving the holder or holders of the preference shares to be redeemed not less than one month's previous notice in writing.
- (2) Subject also to the Companies Act 1985, any holder or holders of the preference shares shall have the right to call upon the company to redeem at par the whole or any part of the preference shares held by such holder or holders at any time or times after the date of issue of the said shares upon giving to the company not less than one month's notice in writing. Immediately upon receipt of the notice the company shall write to such holder or holders in the terms set out in paragraph (4) below (Notice of Acknowledgement").

(3) In the case of any partial redemption under paragraph (1) above, the company shall for the purpose of ascertaining the particular shares to be redeemed cause a drawing to be made at the registered office or at such other place as the directors may decide in the presence of a representative of the auditors of the time being of the Company.

(4) Any Notice of Redemption given by the Company pursuant to paragraph (1) above or Notice of Acknowledgement issued by the Company pursuant to paragraph (2) above, shall specify the particular shares to be redeemed, the date fixed for redemption and the time and place at which the certificates for such shares are to be presented for redemption and upon such date each of the holders of the shares concerned shall be bound to deliver to the Company at such place the certificates for such of the shares concerned as are held by him/her in order that the same may be cancelled. Upon such delivery the company shall pay to such holder the amount due to him/her in respect of such redemption. If any certificates so delivered to the Company include any shares not redeemable on that occasion, a fresh certificate for such shares shall be issued to the holder delivering such certificate to the Company.

(5) There shall be paid on each preference share redeemed the amount paid up thereon.

(6) The Company shall not be entitled to re-issue as preference shares any shares redeemed under the foregoing provisions.

.....Chairman

