

THE COMPANIES ACT 1985

RESOLUTION OF MEMBERS

GRAMPIAN TEST & CERTIFICATION LIMITED

No. 122818

We, the undersigned, being all the members of Grampian Test & Certification ("the Company") entitled to receive notice of and to attend and vote at general meetings of the Company, declare the following resolutions to have been duly passed as special resolutions of the Company, as if they had been passed at a general meeting of the members of the Company duly convened and held:

Special Resolutions

1. That the Article of Association of the Company number 3(b)(i) be substituted by the new Article 3(b)(i) executed and annexed as relative hereto.
2. That the contract proposed to be made between the Company and Scottish Enterprise for the purchase of 44,985 Cumulative Convertible Participating Preferred Ordinary Shares of £1 each in the Company the terms of which are set out in the written draft annexed hereto and initialled for the purposes of identification by the Secretary be authorised.

A. M. Melville

Alistair M Melville

Date 17-6-98

Calum Melville

Date 17-6-98

Kenneth M Melville

Kenneth Melville

Date 17-6-98

Dorothy T Melville

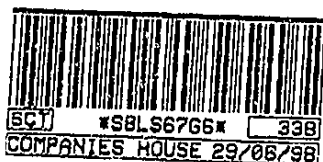
Date 17-6-98

Stuart Melville

Date 17-6-98

Scottish Enterprise

Date .....



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Date.....

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Kenneth Melville

Date.....

.....  
Scottish Enterprise

Date..19/6/98.....

(i) As regards Income

The profits of the Company available for distribution (as defined in Section 263(3) of the Companies Act 1985 (the "Act") ("the available profits") in respect of any financial year or accounting reference period (hereinafter in this paragraph referred to as the "relevant period") shall be applied (a) first in paying to the holders (if any) of the CCPPO Shares a fixed cumulative preferential cash dividend per share (the "Fixed CCPPO Dividend") at the rate (exclusive of associated tax credit) of 11p per CCPPO Share per annum to be payable half yearly on 31 May and 30 November in every year, the first payment being due on 31 May 1991 and being calculated on a pro rata basis in respect of the period from the date of issue of the CCPPO Shares to 31 May 1991; (b) second and subject thereto in paying to the holders (if any) of the CCPPO Shares as a class a further cumulative cash dividend (the "Participating CCPPO Dividend") of an amount (exclusive of associated tax credit) which when added to the Fixed CCPPO Dividend paid on the CCPPO shares as a class in respect of the relevant period in question equals 11% of the Net Profit (as hereinafter defined) for the relevant period, provided however that if the number of CCPPO Shares in issue after the respective dates specified in the second column of the following table is less than the number specified in the first column of the following table, then the Participating CCPPO Dividend will be calculated using the percentage specified in the third column of the following table, rather than 11%, until the next date specified in that second column. Notwithstanding the foregoing proviso, should the number of CCPPO Shares in issue at any of such dates be or exceed the number specified in that first column, the Participating CCPPO Dividend will be calculated using 11%, for the period thereafter that the CCPPO shares remain in issue:-

Number of CCPPO Shares in Issue	Relevant Date	Percentage of Net Profit to be used in calculation of Participating CCPPO Dividend
17,995	26 <sup>th</sup> March 1998	4.4%
13,497	23 <sup>rd</sup> June 1998	3.3%
8,998	23 <sup>rd</sup> September 1998	2.2%
4,500	24 <sup>th</sup> December 1998	1.1%
1	26 <sup>th</sup> March 1999	0%

The Participating CCPPO Dividend shall be shared between the holders of CCPPO Shares in proportion to the number of CCPPO Shares held by them respectively and shall be payable within fourteen days after the date of the General Meeting of the Company at which the Accounts for that relevant period are adopted which shall, so far as possible, be held within six months of the end of the relevant period in question; provided that in the event that the Accounts of the Company for any relevant period have not been adopted at a General Meeting of the Company on the date (hereinafter called the "relevant date") six months after the end of such relevant period then the Participating CCPPO Dividend will be paid within fourteen days of the relevant date and will be calculated on the basis of the Net Profit (as hereinafter

defined) for the relevant period immediately preceding such relevant period, subject to any adjustment which may be required after the adoption of the relevant Accounts; (c) third and subject thereto and subject to the Directors recommending the payment of the same in paying to the holders of the Ordinary Shares an amount per share equal to the aggregate of the Fixed CCPPO Dividend and the Participating CCPPO Dividend (if any) paid on each CCPPO Share; and (d) fourth and subject thereto and subject to the Directors recommending the payment of the same, the balance of the available profits shall be distributed amongst the holders of the CCPPO Shares (if any) and the Ordinary Shares (pari passu as if the same constituted one class of shares) rateably according to the amounts paid up or credited as paid up on the said shares held by them respectively.

For the purpose of calculating the Participating CCPPO Dividend, the expression "Net Profit" shall mean the net profit of the Company and its Subsidiaries calculated on the historical cost accounting basis and shown in the audited Profit and Loss Account of the Company and its Subsidiaries (consolidated if appropriate) for the relevant period

but:-

- (a) before any provision is made for any dividend on any shares in the capital of the Company or any of its Subsidiaries or for any other distribution or for the transfer of any sum to reserves;
- (b) before deducting any Corporation Tax (or any other tax levied upon or measured by reference to profits or gains) on the profits earned and the gains realised by the Company and its Subsidiaries; and
- (c) after adding back any surplus over, in the case of the year to 30 November 1991, £45,000, and in the case of subsequent years the sum of £45,000 increased by the percentage (if any) by which the figure shown in the General Index of Retail Prices published by the Office for National Statistics (or any index substituted therefor) at 1st December each year is greater than the figure shown in such Index at 29<sup>th</sup> November 1990, of the aggregate of all emoluments and pensions (as defined in Part I of Schedule 6 of the Companies Act 1985 as inserted by Section 6 of the Companies Act 1989) of the directors of the Company and any Subsidiary of the Company other than the emoluments of any director appointed by SDA Group under Article 22.