



THE COMPANIES ACT 1985

A COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

KALON GROUP PLC

(Company registered number: 184940)

(Passed the 23rd day of December 1999)

At an Extraordinary General Meeting of the above named Company held at Kalon Limited, Huddersfield Road, Birstall, Batley, West Yorkshire WF17 9XA on the 23rd of December 1999 at 5.00 a.m./p.m. the following resolutions were unanimously passed by all the Members of the Company being entitled to attend and vote, as Special Resolutions:-

1. "THAT pursuant to Section 53 of the Companies Act 1985 the Company be re-registered as a private limited company with effect from 4th January 2000."
2. "THAT the name of the Company be changed to SigmaKalon UK Limited."
3. "THAT the Company's memorandum of association be amended so as to conform to the document produced to the meeting and marked "A"."
4. "THAT the draft regulations produced to the meeting and marked "B" be adopted as the articles of association of the Company in substitution for and to the exclusion of all the existing articles of association."


CHAIRMAN

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