

Company Number: 0024864 **242864**

## WILLIAM TIMPSON LIMITED

We, the undersigned, being the holders of the entire issued share capital of the Company hereby pursuant to Regulation 5 of Part II to Table A in the First Schedule to the Companies Act 1948 (as amended) (being part of the Articles of Association of the Company) RESOLVE that the Resolution set out below be and is hereby passed as a written Special Resolution of the Company:-

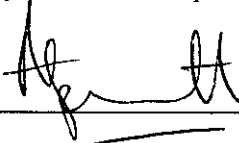
### SPECIAL RESOLUTION

“THAT the Memorandum of Association of the Company be altered by omitting paragraph (h) of clause 3 and by substituting therefor the following paragraph:

- “(h) To borrow and raise money and secure any debt or obligation of or binding on the Company in such a manner as may be thought fit, and in particular by mortgages or charges upon the undertaking and all or any of the real and personal property and assets (present or future), and all or any of the uncalled capital for the time being of the Company, or by the creation and issue (at par or at a premium or discount and whether with or without consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit) of debentures, debenture stock or other obligations or securities of any description and whether with or without the Company receiving any consideration to guarantee or secure (with or without a mortgage or charge on all or any part of the undertaking and assets, present and future and the uncalled capital for the time being of the Company) the performance of the obligations, and the payment of the principal of, and dividends, interest and premiums on any stocks, shares, debentures, debenture stock or other securities of any person, firm or company, including any company which is for the time being a subsidiary of the Company or the holding company of the Company or another subsidiary of the Company's holding company or otherwise associated with the Company in business and (without prejudice to the foregoing) to procure bankers or others to guarantee all or any of the obligations of the Company.”

Dated this **28** day of **March** 2000

Signed for and on behalf of  
**The Oliver Group plc** by its  
duly authorised representative

  
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