

No. 284385

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

LILLY INDUSTRIES LIMITED

ORDINARY RESOLUTION

passed on 21st July 1988

At an Extraordinary General Meeting of the Company duly convened and held on 21st July 1988 the following resolution was passed as an Ordinary Resolution

ORDINARY RESOLUTION

That the share capital of the Company be increased from £7,100,000 to £8,202,196 by the creation of 1,102,196 new shares of £1 each ranking pari passu in all respects with the existing shares in the capital of the Company and that the memorandum of association be altered accordingly, and, subject to the articles of association from time to time adopted by the Company, the directors be generally and unconditionally authorised to allot the new shares or any of them and any other shares for the time being in the capital of the Company and to grant rights to subscribe for or convert securities into shares up to a maximum amount in any case as aforesaid equal to the nominal amount of authorised but unissued share capital of the Company at any time within five years from the date of passing this resolution to such persons in such proportions upon such terms (except at a discount) with such rights and restrictions, including but without limit as to differentiation between members of calls, and in such manner as the directors may decide.

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10 JUL 1988
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