

COMPANY NUMBER: 417183

THE COMPANIES ACT 1929
THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

TORDAY & CARLISLE PUBLIC LIMITED COMPANY

On 23 May 1995 the following resolution was duly passed as a special resolution of the company:

SPECIAL RESOLUTION


That the Articles of Association of the company be amended as follows:-

- (a) by the addition of the following wording as a new Article 122(d):

"A document signed by a Director and by the Secretary or another Director and expressed (in whatever forms of words) to be executed by the Company shall have the same effect as if it were under seal and a document so executed which makes it clear on its face that it is intended to be a deed (in whatever form of words) has effect, upon delivery, as a deed."

- (b) by the re-numbering of the existing clause 136 as clause 136(a) and the addition of the following wording as a new clause 136(b):

"For the purposes of Article 136(a), any such dividend or other monies may also be paid by any other method (including direct debit or bank transfer) which the Directors consider appropriate."

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Director

