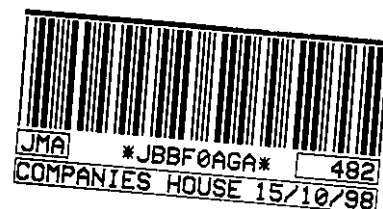Company No. 448624

THE COMPANIES ACTS 1929 TO 1947

AND THE COMPANIES ACTS 1948 TO 1981

AND THE COMPANIES ACT 1985

AND THE COMPANIES ACT 1989

A PUBLIC LIMITED COMPANY BY SHARES

RESOLUTIONS OF GASKELL PLC

(Passed 1 October 1998)

At an Extraordinary General Meeting of the above company duly convened and held at Walton House, Syke Side Drive, Altham, Accrington, Lancashire BB5 5YE on the first day of October 1998, the following resolutions were duly passed as indicated:-

Ordinary Resolution

1. That pursuant to a power contained in Article 52 of the Articles of Association of the Company, each of the 6,000,000 Ordinary shares of 20p in the capital of the Company, both issued and unissued be sub-divided into four Ordinary shares of 5p each in the capital of the Company, each having the rights and being subject to the restrictions set out in the Articles of Association of the Company, such sub-division to be subject to and to take effect simultaneously with the admission of the new Ordinary shares of 5p each to the Official List of the London Stock Exchange on 5 October 1998 or such later date as the Directors may determine.

Special Resolution

2. That condition upon the passing of resolution 1 above, subject to and with effect from the admission of the new Ordinary shares of 5p each in the capital of the Company to the Official List of the London Stock Exchange on 5 October 1998 or such later date as the Directors may determine, the Articles of Association of the Company be and are hereby altered as follows:-

    By deleting the first sentence of Article 5 and substituting therefore the following:
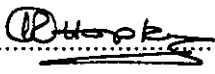
    "The capital of the Company is £1,450,000 divided into 250,000 5% Cumulative Preference Shares of £1 each and 24,000,000 Ordinary Shares of 5 pence each".

    By deleting the following words in Article 71:

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"Every Member present in person or by proxy shall have five votes for every Preference Share".

and replacing them with the following words:

"Every Member present in person or by proxy shall have twenty votes for every Preference Share".

....
Director