

Company No: 448624

THE COMPANIES ACT 1985

**PUBLIC COMPANY LIMITED
BY SHARES**

**SPECIAL RESOLUTIONS
OF
GASKELL PLC**

At an Extraordinary General Meeting of the above named Company duly convened and held at Walton House, Syke Side Drive, Altham, Accrington, Lancashire BB5 5YE, on 20th September 1999 the following resolution was duly passed as Special Resolutions.

- 1 THAT the authorised capital of the Company be reduced by cancelling and extinguishing all of the 5 per cent cumulative preference shares of £1 each in the Company ("**Preference Shares**") (both issued and unissued) and by repaying to the holders on the register of members when the reduction becomes effective the sum of £1 for each issued Preference Share, together with all arrears and accruals of the cumulative preference dividend thereon calculated down to and including the date of the repayment of capital.
- 2 THAT, upon the reduction of capital pursuant to resolution 1 set out in the Notice of Extraordinary General Meeting of the Company dated 4 April 2000 taking effect, the regulations contained in the printed document produced to the meeting and initialled by the Chairman for the purpose of identification be adopted as the Articles of Association of the Company, in substitution for and to the exclusion of the Company's existing Articles of Association.



- 3 THAT the Memorandum of Association of the Company be altered in the manner set out in Appendix 4 to the circular dated 4 April 2000 issued to the shareholders of the Company in connection with, and including, the notice of an Extraordinary General Meeting of the Company convened for 27 April 2000.



By order of the Board
R Hopkin
Secretary