

Company No. 531085

Companies Act 1995
Company Limited by Shares
Special Resolution
of

Dudley Bower Midlands (inc.R.H.Murcott) Ltd. passed on the thirty-first day of January, 1995, at an Extraordinary General Meeting of the above-named Company, duly convened and held at 9 Prince William Road, Loughborough, Leics., LE11 0GU, the following Special Resolution:

That Articles 11, 12 and 13 be removed and replaced with the following:

Article 11

The Directors shall not be required to retire by rotation and clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.

Article 12

No person shall be appointed a Director at any general meeting unless either:

- (i) he is recommended by the Directors; or
- (ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed.

Article 13

Subject to article 12 above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with article 9 above as the maximum number of Directors.

By Order of the Board

Annette Lowe

Secretary
31 January, 1995

