

LYONS TETLEY LIMITED
("the Company")

Written Resolution



We, the undersigned, being all the members of the Company entitled to attend and vote at any general meeting of the Company in respect of the Resolution set out below, HEREBY AGREE, pursuant to Section 381A of the Companies Act 1985, that the following resolutions be passed as Special Resolutions of the Company:

Amendment of Articles of Association

1. THAT Article 12 of the Articles of Association of the Company be prefaced with the words:

"Subject to Article 12A below..."

2. THAT the Clause set out below be added to the Articles of Association of the Company as Article 12A:

"Notwithstanding any other provision of these Articles, a share registered in the name of "Tetley GB Limited" (being company number 3019950) or any of the persons referred to in sub-paragraph (i) or (ii) below in respect of which Tetley GB Limited has granted to any person a mortgage, charge, lien, pledge, hypothecation, trust or power as security for the payment and discharge of all or any moneys and liabilities ("Security Interest"), may be transferred to:

- (i) a person entitled to the benefit of that Security Interest ("Mortgagee") or acting as agent, trustee or nominee for the Mortgagee; or
- (ii) a person who, as a result of the exercise of the Mortgagee's rights under that Security Interest, purchases the share from Tetley GB Limited or the Mortgagee or a person acting as agent, trustee or nominee for the Mortgagee,

and the directors must register such a transfer on receiving a request (in the form required under these Articles) to register the transfer."

for J. LYONS & COMPANY LTD

A Reid

Signed **Assistant Secretary**

Dated *20th July 1995*

FOR AND ON BEHALF OF CHALMAR HOLDINGS LTD

Signed *A. Lyon*
Director

Dated *20th July 1995*