

DEW PITCHMASTIC PLC

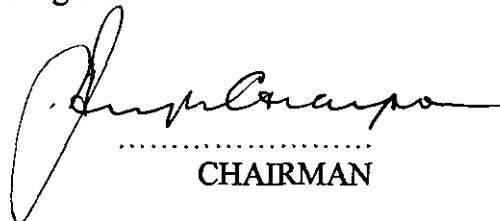
Minutes of an Extraordinary General Meeting of the Company held at Royds Works,  
Attercliffe Road, Sheffield on 11 September 2002

1. Mr J H Grayson took the chair and declared that a quorum of shareholders was present.
2. The Chairman reported that following the completion of purchases by the ESOT from the institutional shareholders, the Company wished to amend the Memorandum and Articles of Association as to delete references to the institutional shareholders and permit share options to be granted to senior managers in a manner capable of obtaining Inland Revenue approval.
3. **IT WAS UNANIMOUSLY RESOLVED THAT** the Articles of Association be amended as follows:
  - 3.1 That Article 2 shall be amended by the insertion of the words and numbers "94 to 96 (inclusive)" immediately following the number "89" in such article;
  - 3.1.2 Article 6(1)(f) to (i) (inclusive) shall be deleted and a new Article 6(f) shall be inserted as follows: "by the trustee(s) of any employee share ownership trust established by the Company from time to time for the benefit of, inter alia, employees or ex-employees of the Company and their dependents, to any beneficiary (as defined in the relative trust deed) of such trust";
  - 3.1.3 Article 7(4) shall be amended by (i) the deletion of the words "in the following priority:" in the fourth line of Article 7(4); and (ii) by the deletion of Articles 7(4)(a) to (e) inclusive;
  - 3.1.4 Articles 7(9) and (10) shall be deleted and the subsequent Articles 7(11) and 7(12) shall be re-numbered 7(9) and 7(10) respectively.
  - 3.1.5 The following shall be inserted at Article 18 as new Article 18(4):  
  
"any director may vote on, and count in the quorum present at a meeting in relation to, a resolution concerning a matter in which he has, directly or indirectly, an interest, notwithstanding that that interest conflicts or may conflict with that of the Company."
4. **IT WAS UNANIMOUSLY RESOLVED THAT** the Memorandum of Association be amended by the insertion of the following as new sub-clause 4(S) and by the renumbering of the existing sub-clause 4(S) as sub-clause 4(T) accordingly  
  
"to provide, and to establish and maintain or concur in establishing and maintaining, trusts, funds, schemes, clubs or other arrangements with a view to providing employees' share schemes (within the meaning of section 743 of the Companies Act 1985) including, but not limited to, profit sharing, share option and share purchase



schemes to or for the benefit of officers, ex-officers, employees or ex-employees of the Company or of any company which is for the time being or has at any time been the Company's holding company or a subsidiary of the Company or another subsidiary of that holding company of any such company or the dependants or relatives of any such persons; and to provide or lend money or provide other financial assistance in accordance with or for the purposes of such arrangements."

There being no further business the Chairman declared the meeting closed.



CHAIRMAN