

NEWARTHILL PLC
(Company No: 1050970)

UNANIMOUS WRITTEN RESOLUTIONS OF
THE SHAREHOLDERS OF THE ABOVE COMPANY PASSED
ON THE 8TH DAY OF OCTOBER 2004

IT IS HEREBY RESOLVED:

1. **THAT** the Company be re-registered as a private company in accordance with section 53 of Companies Act 1985.
2. **THAT** pursuant to 1 above the following requisite amendments be made to the Memorandum and Articles of Association:-
 - 2.1.1 All references to Newarthill Public Limited Company be deleted and substituted with Newarthill Limited.
 - 2.1.2 Clause 1(A) of the Memorandum of Association be deleted in its entirety and replaced with the words "The company is to be a private company".

REFERENCE NUMBER 1004

Alcornoque

t. *Lee Shuler*
Penrose



0725
12/10/04