I CERTIFY THAT THIS IS A TRUE COPY OF THE ORIGINAL DOCUMENT

> NEWARTHILL PLC (Company No: 1050970)

ON THE 8TO DAY OF DETER BRINLEY-CODD SOUNANTHOUS WRITTEN RESOLUTIONS OF THE SHAREHOLDERS OF THE ABOVE COMPANY PASSED

Pursuant to section 318A of the Companies Act 1985 we, the undersigned, being the holders of, or as appropriate, the duly authorised representatives of the holders of, the entire issued share capital of the Company for the time being entitled to receive notice of, attend and vote at General Meetings of the Company, hereby unanimously pass the following resolutions and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a General meeting of the Company duly convened and held.

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".

Dead by the Collowing Dead by the Dead by the Collowing Dead by the Collowing Dead by the Dead by the Collowing Dead by the Collowin

REFERENCE NUMBER

CB Nominees 319403 Account

CB Nominees Limited

Jewose

CB Nominees Limited 318871 Account

Penrose

ASKQ5ZA6 0725
COMPANIES HOUSE 12/10/04