

**COMPANY NO: 1569601**

**THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES**

**SPECIAL RESOLUTION**

**OF**

**VANIA JESMOND LTD.**

**PASSED ON 20<sup>TH</sup> DAY OF AUGUST 1997**

At an Extraordinary General Meeting of the above named Company duly convened and held at Cefnbryn House, Penmaen, Swansea on the 20<sup>th</sup> day of August 1997.

The following Special Resolutions were duly passed:

- A. THAT the Articles of Association of the Company be amended by the adoption of a new Article namely:

‘Subject to the provisions of Part V of the Companies Act 1985 (as amended) the Company shall have power:

- (1) Pursuant to Sections 159 and 160 of that Act to issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder on such terms and in such manner as shall be provided by the Articles of the Company.
- (2) Pursuant to Section 162 of that Act to purchase its own shares (including any redeemable shares).
- (3) Pursuant to Section 170 of that Act to make a payment out of capital in respect of any such redemption or purchase.

Regulations 3 and 10 in Table A shall not apply to the Company.’

- B. THAT the contracts proposed to be made between the Company and Mr. D.H. Andrews and with Mrs. D.A. Andrews for the purchase by the Company of 5,000 ordinary shares of £1 each fully paid in the capital of the Company upon the terms of the draft produced to the meeting and initialled by the Chairman for the purposes of identification be and is hereby authorised.

Signed:



Secretary of Company

Dated:

22<sup>nd</sup> August, 1997

