

Company No. 1755958

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Companies Act 1985

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Private company limited by shares

WD-40 COMPANY LIMITED

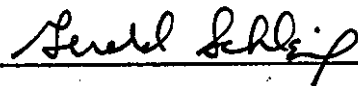
SPECIAL RESOLUTION

Passed the 29 day of MAY / 1996

At an Extraordinary General Meeting of the Company duly convened and held on the above date the following resolution was duly passed as a Special Resolution of the Company:-

"That the Articles of Association of the Company be and they are hereby amended by the insertion therein of a new Article 19A as follows:

"All or any of the members of the board of directors or of any committee may participate in a meeting of the board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is."

  
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GERALD SCHLEIF  
President  
WD-40 COMPANY

(3D\C\WD40"RES-4.96")

