

Company Number 1947996

THE COMPANIES ACT 1985

SPECIAL RESOLUTION

of STEMCOR TRADE FINANCE LIMITED

At an Extraordinary General Meeting of the members of the above-named Company, duly convened and held at Walker House, 87 Queen Victoria Street, London EC4V 4AL on the 16th March 1995 the following special resolution was duly passed:

IT WAS RESOLVED THAT the objects of the Company be amended by the deletion of the existing sub-clauses 3(a) and (b) in the Memorandum of Association and by substituting therefor the following sub-clause to be numbered 3(a):-

"To carry on business as bankers, financiers and financial agents and pursuant thereto to provide all kinds of banking facilities including without limitation, term, overdraft, acceptance credit, bills of exchange and guarantee insurance and foreign exchange facilities and generally all kinds of banking and financial facilities; to advance and borrow money, negotiate loans and lend money for any purpose or object with or without security, including the lending of money to finance hire purchase agreements, leasing and renting agreements in respect of any property or assets and to draw, accept, endorse, buy, sell, discount or otherwise deal in promissory notes, bills of exchange, debentures, bonds, coupons and other negotiable securities and instruments, to act as factors, company promoters, bill discounters, insurance brokers and agents, merchant bankers, mortgage brokers, rent and debt collectors, auctioneers and valuers and commission and general agents; to establish, maintain and operate a financial advisory service, to provide or procure finance or credit facilities, and to enter into, assist, or participate in financial, commercial, mercantile, industrial and other transactions, and undertakings and businesses of every description, to place, hold and dispose of funds and investments for and on behalf of any person, firm, company or statutory or other body and to transact all kinds of trust and agency business and generally to carry on business as finance, insurance, investment and taxation consultants."



COMPANY SECRETARY

