

Private & Confidential

No. 2031961

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

RESOLUTION

of

BIFFA (ROXBY) LIMITED

Passed 9th November 2001



At an Extraordinary General Meeting of the above-named Company, duly convened and held on 9th November 2001, the following Resolution was duly passed as a Special Resolution:

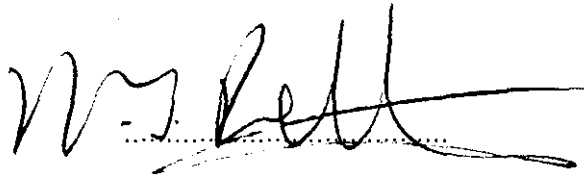
SPECIAL RESOLUTION

"THAT the Articles of Association of the Company be altered by the insertion of the following new Articles after Article 18, and that the Articles be renumbered accordingly:

- "19. The holder or holders of not less than 75% of the nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at all General Meetings of the Company ("the Majority Shareholder(s)") shall have power at any time and from time to time by notice in writing to the Company, signed by or on behalf of the Majority Shareholder(s) left at or sent by registered or recorded delivery post to the Registered Office of the Company, to appoint any person to be a director of the company but so that the total number of directors shall not at any time exceed any maximum number which may be fixed in accordance with these articles.
20. In addition to and without prejudice to the provisions of section 303 of the Act, the Majority Shareholder(s) shall have power at any time and from time to time by notice in

writing to the Company and to the Director concerned, signed by or on behalf of the Majority Shareholder(s) and left at or sent by registered or recorded delivery post to the Registered Office of the Company, to remove any Director before the expiration of his period of office. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

21. The Notices to be given under paragraphs 19. and 20. above may be comprised of several documents which together achieve the required majority.”.”

A handwritten signature in dark ink, appearing to read "W. J. Bell", written over a horizontal dotted line.

Chairman of the Meeting

CERTIFIED TO BE A
TRUE COPY

A handwritten signature in dark ink, appearing to read "L. a. c.", written over a horizontal dotted line.
DIRECTOR/SECRETARY