

Company Number 02210656

Company Limited by Shares

SPECIAL RESOLUTION

OF

JAMES SMITH & SONS (HORSHAM) LIMITED

On 19th March 2010, the following Special resolution was duly passed as a written resolution in accordance with the requirements of sections 288 to 300 of the Companies Act 2006 by the requisite majority of the members of the Company

THAT

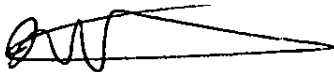
- (1) Article 14 is renumbered as Article 14(a) and all references in the Articles to "Article 14" are replaced with "Article 14(a)",
- (2) Article 14 of the articles of association of the Company be and is hereby amended by the addition of the following Article 14(b) after the current wording of Article(a):

"Notwithstanding anything otherwise provided in these articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise), the directors shall not decline to register any transfer of shares nor suspend registration thereof

(i) where such transfer is in favour of a bank or other financial institution or any nominee of a bank or other financial institution and the transfer is as contemplated by, or pursuant to, any mortgage or charge of shares or any call or other share option granted in favour of a bank or other financial institution, or

(ii) where such transfer is by or on behalf of a bank or financial institution or any nominee of a bank or financial institution in favour of any third party upon disposal or realisation of shares following the bank having become entitled to exercise or enforce its rights under any such mortgage, charge and/or call or other option.

and a certificate by any officer of the bank or financial institution that the relevant transfer is within paragraph (i) and (ii) above shall be conclusive evidence of that fact "



Secretary

TUESDAY



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COMPANIES HOUSE