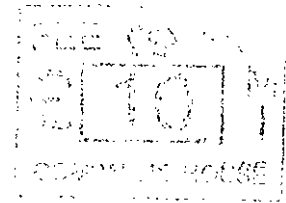


Number of Company: 2614349

The Companies Act 1985

R.65  
£30 x 2  
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## COMPANY LIMITED BY SHARES

### SPECIAL RESOLUTIONS

(pursuant to Section 378 of the Companies Act 1985)

OF

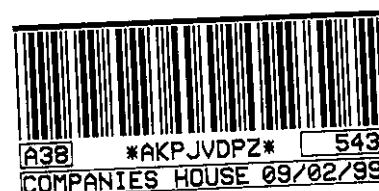
### GRENCORE HOLDINGS (UK) LIMITED

passed

AT THE 1999 ANNUAL GENERAL MEETING of the above named Company, duly convened and held at 42-46 High Street, Esher, Surrey KT10 9QY on 1st day of February 1999, the subjoined **SPECIAL RESOLUTIONS** were duly passed viz:

### RESOLUTIONS

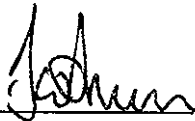
- (1) **THAT** the Company be re-registered as a Public Company Limited by shares within the meaning of the Companies Act 1985.
- (2) **THAT** the name of the Company be changed to Grencore UK Holdings plc.
- (3) **THAT** the Memorandum of Association of the Company be amended:-
  - (a) By deleting in Clause 1 the word "Limited" and substituting therefor the word "plc".
  - (b) By inserting as a new Clause 2 the words "The Company is to be a Public Company";
  - (c) By deleting in the present Clause 2 the words "The registered office of the Company will be situated in England" and substituting therefor the words "The Company's registered office is to be situated in England and Wales";
  - (d) By deleting the present Clause 3 and by replacing this with the new Clause 3 which is set out in the Memorandum of Association of the Company attached hereto and signed by the Chairman for the purposes of identification;



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- (e) By renumbering the existing Clauses 2,3,4 and 5 of the Memorandum of Association as 3,4,5 and 6 respectively;
- (4) **THAT** the Regulations attached hereto and signed by the Chairman for the purposes of identification be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.

(see attached copy)

Signature:  To be signed by the  
Chairman, a Director or  
the Secretary of the Company