

**CORUS INTERNATIONAL TRADING LIMITED**

**(Company No.: 02755939)**

**(the "Company")**

**SPECIAL RESOLUTION OF THE COMPANY**

**PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006**

We, the undersigned, being all the members of the Company

- (A) who would be regarded for the purpose of section 289 of the Companies Act 2006 as entitled to vote on the resolution on the circulation date, and
- (B) in accordance with section 300B of the Companies Act 2006, having been supplied with a copy of a draft resolution to be passed by the Company at a board meeting being held on the date of this resolution (the "**Board Resolution**"),

hereby agree, pursuant to section 288 of the Companies Act 2006 that the following written resolution proposed by the directors of the Company be passed by the Company as special resolution

**RESOLUTION**

- 1 THAT, the Articles of Association of the Company be amended by adding the following as a new Article 8B and that this new Article 8B have effect notwithstanding any provision of the Company's Articles of Association

"8B Notwithstanding anything contained in these Articles

- (a) the directors shall not decline to register any transfer of shares where such transfer is executed in favour of any bank or institution to whom such shares have been charged or mortgaged (or by or in favour of any nominee of such bank or institution) or where such transfer is effected to any person upon the enforcement of the charge or mortgage by any such bank or institution, nor may the directors suspend registration of any member which is a bank or institution (or nominee thereof) to whom such shares have been charged or mortgaged A certificate by any official of such bank or institution that the relevant shares are so charged or mortgaged shall be conclusive evidence of such fact,
- (b) the directors (or director if there is only one) of the Company may not authorise the issue of shares in the Company which contain any rights or restrictions which would affect the right to transfer the shares in the Company,
- (c) a holder of shares in the Company is not required to comply with any provision of the Articles which restricts the transfer of shares or which requires any such shares to be first offered to all or any current shareholders of the Company before any transfer may take place, and
- (d) the Company shall have no lien over shares transferred,



where in any such case the transfer is or is to be

- (i) executed by a bank or institution to which such shares have been mortgaged or charged by way of security (or by any nominee of such bank or institution) pursuant to a power of sale under such security,
- (ii) executed by a receiver or manager appointed by or on behalf of any such bank or institution under any such security, or
- (iii) to any such bank or institution (or to its nominee) pursuant to any such security

A certificate by any officer of such bank or institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts "

#### **NOTES TO THE MEMBERS**

The members of the Company who are entitled to vote on the resolution on the circulation date (that is the first date on which copy of the resolution is first sent to members) should sign and date below to signify their agreement to the resolution

This written resolution must be passed by the requisite majority by the end of the period of 28 days beginning with the circulation date otherwise they will lapse

**Agreed**

Signed




for and on behalf of **Corus UK Limited**

Date 20 December 2007

**Agreed**

Signed



for and on behalf of **The Newport and South Wales Tube Company Limited**

Date 20 December 2007