THE COMPANIES ACTS 1985-1989 COMPANY LIMITED BY SHARES SPECIAL RESOLUTION

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TRENCLIFF LIMITED

9th July (Passed on

At an Extraordinary General Meeting on the above-named Company duly convened held and constituted on the 9^{tt} day of July 1994, the following Resolution was duly passed as Special Resolution of the Company:

RESOLUTION

THAT the Articles of Association of the Company be altered by inserting a new article 20 as set out below and renumbering the existing article 20 article 21:

"20-A director may vote as a director in regard to any contract or arrangements or any proposed contract or arrangement in which he is interested directly or indirectly or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration"

CHATRMAN

9th July 1994
(Date)

