

3006378

SCREWFIX DIRECT LIMITED

MINUTES OF EXTRAORDINARY GENERAL MEETING

Held at 8 Oxford Road Yeovil Somerset

on 6 January 1998

Present : All members of the Company (Mr J I Goddard-Watts Mrs J C Goddard-Watts Mr M Goddard-Watts and Mr J Goddard-Watts) and by invitation David Cox and Brian Bennett

1. NOTICE OF MEETING

All members having signified their agreement it was unanimously resolved that the notice required under the Companies Act 1985 be waived and the notice was taken as read.

2. IT WAS RESOLVED that the Articles of Association be amended as follows :

(a) By the addition of the following words at the end of Article 7 :

"PROVIDED NEVERTHELESS that the power to decline to register a transfer of shares shall not extend to shares acquired under the Screwfix Direct Limited Share Option Scheme"

(b) By the addition of a new paragraph (d) at the end of Article 4 as follows :

"(d) The Directors shall be empowered to issue shares to Employees under a share option scheme known as the Screwfix Direct Limited Share Option Scheme".

3. There being no further business the meeting was closed.



Chairman

**We Batt Sanders & Bennett of
17 Hendford Yeovil Somerset
hereby certify This to be a
true copy of the original**

Dated 20/1/98

Batt Sanders & Bennett

