

Company Number : 3041555



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

OF

GROWELL LIMITED

passed on 10 August 1995

on the above date the following resolutions were duly passed as written resolutions of the Company:-

WRITTEN RESOLUTIONS OF THE ORDINARY SHAREHOLDERS

1. That conditionally upon and subject to the passing of Resolution number 6 each of the existing 2 Ordinary Shares of £1.00 each in issue and registered in the name of A H Marks & Company Limited (1) and John Stanley Marsden (2) and each of the 98 unissued Ordinary Shares of £1.00 each be converted into and redesignated as an "A" Ordinary Share having the rights attached thereto more particularly set out in the Articles of Association referred to in Resolution number 6.
2. That with effect from the passing of this Resolution and conditionally upon and subject to the passing of Resolutions numbers 1 and 6 the authorised share capital of the Company be increased from £100 to £10,000 by the creation of 4,900 new "A" Ordinary Shares of £1.00 each and 5,000 "B" Ordinary Shares of £1.00 each such "A" Ordinary Shares to rank pari passu as one class with the existing "A" Ordinary Shares of £1.00 in the capital of the Company (as redesignated pursuant to Resolution number 1) and the "A" Ordinary Shares and the "B" Ordinary Shares having respectively the rights, privileges and restrictions set out in the new Articles of Association of the Company referred to in Resolution number 6.

3. For the purposes of Section 80 of the Companies Act 1985 the Directors be and are hereby generally and unconditionally authorised to allot relevant securities (as defined by that Section) up to a maximum nominal value of £9,998.00, Provided that this authority shall expire five years after the passing of this Resolution.
4. Notwithstanding the provisions of Article 3 of the new Articles of Association of the Company to be adopted pursuant to Resolution number 6 the Directors (being generally authorised by Resolution number 3 for the purposes of Section 80 of the Companies Act 1985) be and are hereby unconditionally empowered pursuant to Section 95 of the Companies Act 1985 to allot or agree to allot for cash 4,998 "A" Ordinary Shares of £1.00 each in the capital of the Company and 5,000 "B" Ordinary Shares of £1.00 each in the capital of the Company and that the provisions of Sections 89 and 90 of the Companies Act 1985 shall not apply to any such allotment or agreement to allot Provided that this authorisation shall expire five years after the passing of this Resolution.
5. That the Memorandum of Association of the Company be amended at clause 3 thereof by:-
 - (i) adopting a new sub-clause (a) commencing:-

"3. The objects for which the Company is established are:-

 - (a) to carry on business as manufacturers of, dealers and researchers in all kinds of drugs, fertilisers, herbicides, picric and other acids, chemicals, explosives and drysalts of every kind and their accessories and all or any other articles and things whether of a similar character or capable of being conveniently manufactured or dealt with, to act as agents for any person, firm or company in connection with the manufacture, sale, dealing or research into any such products; and to carry out research and testing into the quality, control, use, development and safety of such products and to convert, prepare and distribute data, information and statistics (from whatever source) relating to such products.";
 - (ii) deleting the existing sub-clause (i) thereof and substituting therefor the following new sub-clause to be lettered (i):-

"(i) Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee or indemnity

and so as to be an independent object of the Company to guarantee the performance of the obligations of others including the payment of capital or principal together with any premium of and any dividends or interest on or other payment in respect of loans, credits, stocks, shares, or securities or other obligations of any nature whatsoever and without limiting the generality of the foregoing obligations for the repayment of money and/or discharge of liabilities both present and future, actual or contingent and insofar as the same is not prohibited by law, obligations and liabilities incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company which is for the time being the Company's holding company as defined by Section 736 of the Companies Act 1985 due, owing or incurred to bankers or any other person or any company, firm or person, and in particular, (but not by way of limitation) of the Company's holding company or any company which is contemplated to become the Company's holding company or a subsidiary, as defined by Section 736 of the Companies Act 1985 of the Company or of the Company's holding company, or otherwise associated with the Company in business or of any company, firm or person which the directors of the Company shall think appropriate and to give security whether by way of mortgages, charges, liens or otherwise upon all or any of the property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others.";

(iii) adopting the following new sub-clause (r):-

"(r) to purchase and maintain for any officer of the Company, or the auditors of the Company for the time being, insurance against any liability which by virtue of any rule of law would otherwise attach to him or them in respect of any negligence, default, breach of duty or breach of trust of which he or they may be guilty in relation to the Company."; and

(iv) re-lettering the existing sub-clauses (r) and (s) as (s) and (t).

6. That with effect from the passing of this Resolution the regulations contained in the document produced to this meeting and signed by the Chairman thereof for identification purposes only are approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company.

..... Edward Sharkey

Dr E Sharkey

duly authorised signatory of A H Marks & Company Limited

..... John Stanley Marsden

John Stanley Marsden