



Company No. 3376471

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

ASHFROST LIMITED

At an extraordinary general meeting of the Company held at 200 Aldersgate Street, London EC1A 4JJ on 10 September 1997 the following resolutions were passed as special resolutions.

SPECIAL RESOLUTIONS

1. THAT the memorandum of association of the Company be altered by the adoption of a new clause 3(A) in the form of the annexed draft, initialled by the Chairman for the purpose of identification, in substitution for existing clause 3(A).
 3. THAT the articles of association of the Company be altered by the addition after article 24 of the following new article 24A.
- "24A The composition of the board of directors of the Company shall at all times be so as to comply with applicable legal requirements (including, without limitation, the Pensions Act 1995 and the Occupational Pension Schemes (Member-nominated Trustees and Directors) Regulations 1996, when in force and applicable to the Company). The directors shall have all the powers necessary to enable the Company to comply with and implement such requirements, including, without limitation, the power to provide for the appointment of directors of the Company (for such period as the directors may think fit or for an unlimited period), and the removal of such directors, by such persons as may be required under section 18 of the Pensions Act 1995, and to propose and implement

ANNEX

- (A) (i) To act as trustee and to execute the trusts of any trust deed or trust fund for the benefit or protection of any employees, ex-employees, directors or former directors of the Company or of any subsidiary, allied or associated company or holding company or their dependants including (but without prejudice to the generality of the foregoing) any retirement benefits scheme or any other superannuation or death benefit scheme, benevolent scheme or any other scheme for such benefit or protection.
- (ii) To accept and undertake the duties and functions of any such office of trustee as aforesaid, either gratuitously or otherwise, and whether alone or jointly with others.
- (iii) To open and operate any banking account or accounts and to draw, make, accept, endorse, and negotiate any cheques, promissory notes, bills of exchange, or other negotiable instruments.
- (iv) To hold, administer, sell, realise, invest, dispose of, exchange and deal with the monies and property, both real and personal, comprised or included in any trust fund of which the Company is for the time being a trustee.
- (v) To purchase, take on a lease, exchange, hire or otherwise acquire or hold any state or interest in any real or personal property; to borrow or raise money upon such terms and on such security as maybe considered expedient and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon any property of the particular trust for the purposes of the trust fund as aforesaid.
- (vi) To enter into any guarantee or indemnity and to employ and remunerate any professional or other advisers or any other person or body for the provision of services and to delegate any of its powers, duties, discretions or other functions: and to authorise the sub-delegation thereof, to any person and generally in such manner as may be considered expedient.
- (vii) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.
- (viii) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

appropriate rules or alternative arrangements (as defined in the Occupational Pension Schemes (Member-nominated Trustees and Directors) Regulations 1996)."

4. THAT in accordance with section 250 of the Companies Act 1985 ("the Act"), the Company is exempt from the provisions of Part VII of the Act relating to the audit of accounts.

C. W. Johnson.

CHAIRMAN