

**THE COMPANIES ACTS 1985 to 2006**

**SPECIAL RESOLUTIONS**

**OF**

**SPECTRON GROUP PLC**

**COMPANY LIMITED BY SHARES**

TUESDAY



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COMPANIES HOUSE

At an extraordinary general meeting of the above-named Company, duly convened and held at the offices of Jones Day, 21 Tudor Street, London, EC4Y 0DJ on Monday 25 February 2008, the following **SPECIAL RESOLUTIONS** were duly passed.

**IT WAS RESOLVED:-**

- 1 THAT the Company be re-registered as a private company limited by shares pursuant to section 53 of the Companies Act 1985 and that accordingly (with effect from the date of re-registration of the Company as a private company)
  - (A) the name of the Company be changed to "Spectron Group Limited";
  - (B) the memorandum of association of the Company be amended as follows
    - (1) by the deletion of the words "public company limited by shares" in the heading and the insertion of the words "private company limited by shares" in their place,
    - (2) the reference to the Company in the heading be amended to refer to "Spectron Group Limited",
    - (3) by the deletion of clause 1 and the insertion of a new clause 1 to read "The Company's name is Spectron Group Limited " in its place,
    - (4) by the deletion of clause 2 and the renumbering of clauses 3 to 6 as clauses 2 to 5,
    - (5) by the insertion of a new paragraph (S) of clause 3 (immediately following the current paragraph (R) of such clause) as follows "Subject to and in accordance with due compliance with the provisions of sections 155 to 158 (inclusive) of the Companies Act 1985 (the "Act"), if and so far as such provisions shall be applicable, to give, whether directly or indirectly, any kind of financial assistance (as defined in section 152(1)(a) of the Act) for any such purpose as is specified in section 151(1) and/or section 151(2) of the Act ", and
    - (6) the re-numbering of the current paragraph (S) of clause 3 as new paragraph (T);
  - (C) the articles of association of the Company be amended as follows
    - (1) by the deletion of the words "public company limited by shares" in the heading and the insertion of the words "private company limited by shares" in their place;
    - (2) the reference to the Company in the heading be amended to refer to "Spectron Group Limited",

- (3) article 1(b) be amended to read "The following Regulations of Table A shall not apply to this Company viz 3, 24, 35, 39, 40, 46, 47, 54, 64 to 69 (inclusive), 76, 77, 81, 88, 89, 93 to 98 (inclusive), 115 and 118 ",
- (4) by the deletion of the definition of "Act" in article 1(c),
- (5) article 8(e) be amended by the insertion of the words "(as if such Regulation applied to the Company)" after the words "Table A" in points (v) and (vi) of that article,
- (6) by the deletion of the final sentence of article 22,
- (7) by the deletion of article 24, and
- (8) the remaining articles 25 to 32 (inclusive) be re-numbered accordingly

2 THAT the articles of association of the Company be amended, with immediate effect, as follows

- (1) by the deletion from article 11(b) of the the words "PROVIDED THAT if any part of the price per share is payable otherwise than by cash any member may at his option elect to take a price per share of such cash sum as may be reasonably agreed by him having regard to the substance of the transaction as a whole ",
- (2) by the deletion of the existing article 11(d) and the insertion of a new article 11(d) as follows

"If any offer is made pursuant to the terms of this Article and is approved by the holders of at least seventy five per cent (75%) in nominal value of the issued Ordinary Shares excluding those held by the purchaser or any person acting in concert with it for the purpose of the City Code on Takeovers and Mergers (or any code replacing the same) ("the accepting shareholders") then the holders of the other Ordinary Shares shall, if so required in writing by the accepting shareholders, accept such offer and if they shall fail to do so within five days of being so required, shall be deemed hereby to accept the same and as security for the due performance of their obligations under these Articles irrevocably to appoint the Company and each of its directors (each such appointment being made severally as well as jointly and severally) as their attorney and agent under, and for the purposes of giving effect to, the terms of the offer and to effect the sale of their shares pursuant thereto, and Article 12(i) shall apply mutatis mutandis for these purposes Article 12 shall not otherwise apply to any transfer of shares made under this Article 11(d) in circumstances where the holders of all the Ordinary Shares accept or are hereby deemed to accept such offer", and

- (3) by the addition of the following words to article 17 "Any written resolution circulated pursuant to this Article shall lapse if not passed before the end of a period of fifty six days beginning with the circulation date"

  
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DIRECTOR