

No. of Company: 4654814

The Companies Acts 1985 to 1989
PUBLIC COMPANY LIMITED BY SHARES

RESOLUTION(S)

OF

JUSTIN WILSON PLC



PASSED on 5 February 2003

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at The Old Post Office, Worthing Road, Southwater, West Sussex RH13 9EZ on the 5th day of February 2003, the following RESOLUTIONS were duly passed, as to Resolutions 1 and 2 as Ordinary Resolutions, and Resolutions 3 and 4 as Special Resolutions, namely:-

ORDINARY RESOLUTIONS

1. THAT, the share capital of the Company be increased from £50,000 to £2,500,000 by the creation of an additional 1,950,000 Ordinary Shares of £1 each and 500,000 "A" ordinary Shares of £1 each, the former ranking pari passu with existing Ordinary Shares of £1 each and the latter having the rights set out in the revised Articles of Association of the Company to be adopted pursuant to Resolution 3 set out in a Notice of Extraordinary General Meeting of the Company dated 5 February 2003.

2.1 That, in accordance with Section 80 of the Companies Act 1985, the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities within the terms of the restrictions and provisions following, namely:

- (a) this authority shall (unless previously revoked, varied or renewed) expire on the date five years from the date of the Resolution; and
- (b) this authority shall be limited to the allotment of relevant securities up to an aggregate nominal value of £2,499,998.

2.2 For the purpose of sub-paragraph 2.1 above;

- (a) the said authority shall allow and enable the Company to make an offer or agreement before the expiry of that authority which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or such agreement notwithstanding the expiry of such power; and
- (b) words and expressions defined in or for the purpose of Part IV of the Companies Act 1985 shall bear the same meaning herein.

2.3 The authority conferred by sub-paragraph 2.1 above shall be in substitution for all previous authorities conferred upon the Directors to allot relevant securities.

SPECIAL RESOLUTIONS

3. That, in accordance with Section 95 of the Companies Act 1985, the Directors be and are hereby given power to allot equity securities for cash pursuant to the general authority conferred upon the Directors in Resolution 2 above as sub-section (1) of Section 89 of the Companies Act 1985 did not apply to such allotment, provided that the power hereby granted:

- (a) shall be limited to:

(i) the allotment of equity securities in connection with or pursuant to an offer by way of rights to the holders of ordinary shares in the capital of the Company and other persons entitled to participate therein for cash in proportion (as nearly as may be) to the holdings of ordinary shares of such holders (or, as appropriate, to the numbers of ordinary shares which such other persons are for these purposes deemed to hold), subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlement or legal or practical problems under the laws of, or the requirements of any recognised regulatory body in any territory;

(ii) the allotment (other than pursuant to sub-paragraph (a)(i) of this proviso) of equity securities up to an aggregate nominal amount of £2,499,998;

(b) shall (unless previously revoked, varied or renewed) expire on the date five years from the date of the Resolution;

3.2 The said power shall allow and enable the Company to make an offer or agreement before the expiry of that power which would or might require equity securities to be allotted after such expiry, and the Directors may allot equity securities in pursuance of such an offer or such agreement notwithstanding the expiry of such power.

3.3 Words and expressions defined in or for the purposes of Part IV of the Companies Act 1985 shall bear the same meaning herein.

4. **THAT**, the existing Articles of Association of the Company be amended by the addition of a new Article 3 in the following form and the Articles shall be renumbered accordingly:-

"4. **SHARES and SHARE RIGHTS**

4.1 "The share capital of the Company is £2,500,000 divided into 2,000,000 Ordinary Shares of £1 each and 500,000 "A" Ordinary Shares of £1 each".

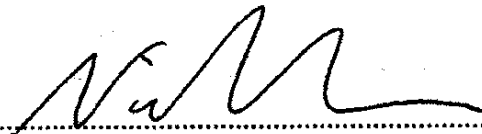
4.2 The Ordinary Shares and the A Ordinary Shares shall rank pari passu in all respects, save that on a return of assets on liquidation or capital reduction or otherwise, the assets of the Company remaining after the payment of its liabilities shall be applied in the following order of priority:

4.2.1 first, in paying to the holders of A Ordinary Shares £1 per share;

4.2.2 second, in paying to the holders of Ordinary Shares £1 per share;

and the balance of such assets will be distributed amongst the holders of A Ordinary Shares and Ordinary Shares pari passu as if the same constituted one class of share."

Signature

A handwritten signature in black ink, consisting of stylized, overlapping loops and a long horizontal stroke at the end, positioned above a dotted line.

Secretary