

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
TULLIS RUSSELL & COMPANY LIMITED  
No. 6195

At an Extraordinary General Meeting of the above company duly convened and held at Liond Centre, Glenrothes, on the 7th day of August 1988 at 2.45 p.m. the following Resolutions were passed as Special Resolutions of the Company:-

SPECIAL RESOLUTIONS

- "1. That Clause III of the Memorandum of Association of the Company be altered by the insertion of a new sub-clause 21A immediately following the existing sub-clause 2' in the following terms:-

"To promote the interests of the Tullis Russell (1987) Employee Benefit Trust in any manner whatever, and in particular by paying or discharging the liabilities thereof or giving any undertaking to do so, by giving any indemnity or guarantee in respect of such liabilities, and by giving any security or charge for any such indemnity or guarantee, for the payment of money or performance of obligations by the Tullis Russell (1987) Employee Benefit Trust, either with or without consideration and whether or not any benefit flows to the Company other than the promotion of such interests as aforesaid/

C.D.B. EDWARDS  
12 AUG 1988

aforesaid, to the intent that the promotion of the interests of the Tullis Russell (1987) Employee Benefit trust shall be an object and not a power of the Company".

2. That the Articles of Association of the Company be altered by the addition of the following words to Article 4 after the word "Company" where it occurs in the second line thereof:-

" , except as may be permitted by and in accordance with the provisions of the Companies Act, 1985 or any Act amending said Act or supplementary thereto or superseding the same."

3. That:

(a) subject to compliance with Sections 155-158 of the Companies Act 1985 (it being acknowledged that the following transaction would constitute financial assistance for the purposes of Section 151 of that Act) the Company guarantees to The Royal Bank of Scotland plc and Unity Trust Bank plc and their successors and assignees full and final payment on demand of all sums of money which Second Russell (Varkinch) Trust Limited, shortly to be re-named TR Employee Benefits Trust Limited, either solely or jointly which are or may at any time be or become due or liable for to the same in any manner of way whatsoever up to a maximum liability of (in the case of sums of money due to The Royal Bank of Scotland plc and its successors and assignees) £4,000,000 and (in the case of sums/

sums of money due to Unity Trust Bank plc and its successors  
and assignees) £1,000,000 with in each case interest thereon;  
and

- (b) this resolution shall have effect notwithstanding any  
provision of the Company's Articles of Association."

BY ORDER OF THE BOARD

.....*R. O. Bai.*.....

Director