

COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

LITHGOWS LIMITED
(Company No. 10170)

At a Class Meeting of the holders of the A Ordinary Shares in the above named Company duly convened and held at Netherton, Langbank on the 13th day of December, 1989 at 2.50 p.m the following Resolutions were duly passed as Extraordinary Resolutions of the Company, viz:-

I As an Extraordinary Resolution

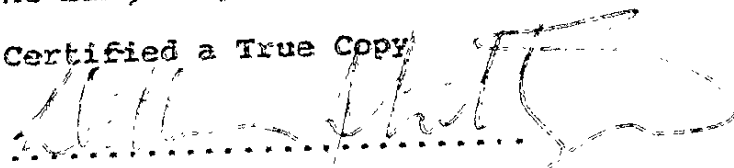
"That, subject to the consent of the holders thereof, the 483 issued Preference Shares of £100 each and the 17 unissued Preference Shares of £100 each be and are hereby converted into A Ordinary Shares of £100 each having the rights and being subject to the obligations and ranking pari passu in all respects with the issued and unissued A Ordinary Shares of £100 each in existence immediately prior to the passing of this Resolution."

II As an Extraordinary Resolution

"That, subject to the consent of the holders thereof, (a) the 650 issued and 85 unissued B Ordinary Shares of £100 each in the capital of the Company be and are hereby reclassified as A Ordinary Shares of £100 each; (b) the 650 issued and 85 unissued C Ordinary Shares of £100 each in the capital of the Company be and are hereby reclassified as A Ordinary Shares of £100 each; and (c) the 9,700 unissued Ordinary Shares of £100 each be and are hereby reclassified as A Ordinary Shares of £100 each; each such Share to bear the rights and be subject to the obligations and to rank pari passu in all respects with the issued and unissued A Ordinary Shares in existence immediately prior to the passing of this Resolution."

At Langbank, the 13th day of December 1989

Certified a True Copy



Director

COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

LITHGOWS LIMITED
(Company No. 10170)

At a Class Meeting of the holders of the C Ordinary Shares in the above named Company duly convened and held at Netherton, Langbank on the 13th day of December, 1989 at 2.45 pm the following Resolution was duly passed as an Extraordinary Resolution of the Company, viz:-

Extraordinary Resolution

"That (a) the 650 issued and 85 unissued B Ordinary Shares of £100 each in the capital of the Company be and are hereby reclassified as A Ordinary Shares of £100 each; (b) the 650 issued and 85 unissued C Ordinary Shares of £100 each be and are hereby reclassified as A Ordinary Shares of £100 each; and (c) the 9,700 unissued Ordinary Shares of £100 each be and are hereby reclassified as A Ordinary Shares of £100 each; each such share to bear the rights and be subject to the obligations and to rank pari passu in all respects with the issued and unissued A Ordinary Shares of £100 each in existence immediately prior to the passing of this Resolution."

At Langbank, the 13th day of December 1989

Certified a True Copy

Blair H. Reid
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Secretary

COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

LITHGOWS LIMITED
(Company No. 10170)

At a Class Meeting of the holders of the B Ordinary Shares in the above named Company duly convened and held at Netherton, Langbank on the 13th day of December, 1989 at 2.40pm the following resolution was duly passed as an Extraordinary Resolution of the Company, viz:-

Extraordinary Resolution

"That (a) the 650 issued and 85 unissued B Ordinary Shares of £100 each in the capital of the Company be and are hereby reclassified as A Ordinary Shares of £100 each; (b) the 650 issued and 85 unissued C Ordinary Shares of £100 each in the capital of the Company, be and are hereby reclassified as A Ordinary Shares of £100 each; and (c) the 9,700 unissued Ordinary Shares of £100 each be and are hereby reclassified as A Ordinary Shares of £100 each; each such share to bear the rights and be subject to the obligations and to rank pari passu in all respects with the issued and unissued A Ordinary Shares of £100 each in existence immediately prior to the passing of this Resolution."

At Langbank, the 13th day of December 1989

Certified a True Copy,


Director



COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

LITHGOWS LIMITED

(Company No. 10170)

At a Class Meeting of the Holders of Preference Shares in the above named Company duly convened and held at Netherton, Langbank on the 13th day of December, 1989, at 2.35 pm the following Resolutions were duly passed as Extraordinary Resolutions of the Company, viz:-

Extraordinary Resolution I

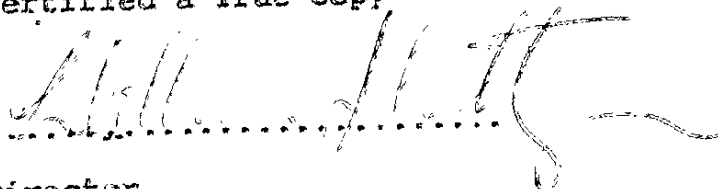
"That (1) the 48,300 issued Preference Shares of £1 each in the capital of the Company be and are hereby consolidated into 483 issued Preference Shares of £100 each and (2) the 1,700 unissued Preference Shares of £1 each be and are hereby consolidated into 17 unissued Preference Shares of £100 each."

Extraordinary Resolution II

"That the 483 issued Preference Shares of £100 each and the 17 unissued Preference Shares of £100 each be and are hereby converted into A Ordinary Shares of £100 each having the rights and bearing the obligations and ranking pari passu in all respects with the issued and unissued A Ordinary Shares of £100 each in existence immediately prior to the passing of this Resolution."

At Langbank, the 13th day of December 1989

Certified a True Copy



Director



COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

LITHGOWS LIMITED
(Company No. 10170)

At an Extraordinary General Meeting of the Members of the above named Company duly convened and held at Netherton, Langbank on the 13th day of December, 1989 at 2.30 p.m the following Resolutions were duly passed as to Resolutions I and II as Ordinary Resolutions and as to Resolutions III, IV and V as Extraordinary Resolutions of the Company viz:-

I As an Ordinary Resolution

"That the Directors of the Company be and are hereby unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot 7 Preference Shares of £1 each to the Trustees of Sir William J Lithgow's Deed of Provision Trust and 33 Preference Shares of £1 each to Sir William J Lithgow at any time prior to 14th December, 1989."

II As an Ordinary Resolution

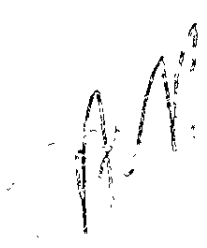
"In accordance with Section 91 of the Companies Act 1985, Section 89(1) and Section 90 (1) to (6) (inclusive) shall be excluded from applying to the Company."

III As an Extraordinary Resolution

"That subject to the consent of the holders thereof, (1) the 48,300 issued Preference Shares of £1 each in the capital of the Company be and are hereby consolidated into 483 issued Preference Shares of £100 each and (2) the 1,700 unissued Preference Shares of £1 each be and are hereby consolidated into 17 unissued Preference Shares of £100 each."

IV As an Extraordinary Resolution

"That subject to the consent of the holders thereof, the 483 issued Preference Shares of £100 each and the 17 unissued Preference Shares of £100 each be and are hereby converted into A Ordinary Shares of £100 each having the rights and bearing the obligations and ranking pari passu in all respects with the issued and unissued A Ordinary Shares of £100 each in existence immediately prior to the passing of this Resolution."



V As an Extraordinary Resolution

"That subject to the consent of the holders thereof, (a) the 650 issued and 85 unissued B Ordinary Shares of £100 each in the capital of the Company be and are hereby reclassified as A Ordinary Shares of £100 each; (b) the 650 issued and 85 unissued C Ordinary Shares of £100 each in the capital of the Company be and are hereby reclassified as A Ordinary Shares of £100 each; and (C) the 9,700 unissued Ordinary Shares of £100 each be and are hereby reclassified as A Ordinary Shares of £100 each; each such Share to bear the rights and be subject to the obligations and to rank pari passu in all respects with the issued and unissued A Ordinary Shares of £100 each in existence immediately prior to the passing of this Resolution."

At Langbank, the 13th day of December 1989

Certified a True Copy

Alasdair H. Reid

Secretary