

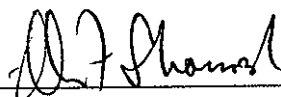
Number of Company 29721

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
of
H D HARDIE & CO.LIMITED

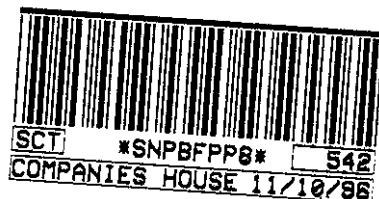
Passed 2nd October 1996

At an Extraordinary General Meeting of the above named Company, duly convened, and held at Loanhead on the 2nd Day of October, 1996 the subjoined Special Resolution was duly passed, viz :-

"That two contracts proposed to be made between the Company and Mrs. Margaret Kerr Shamash Children's Trust and Mrs Deborah Charlotte Shamash's Children's Trust for the purchase by the Company of 36098 Ordinary Shares of 25p each and 36098 Ordinary Shares of 25p each, respectively, fully paid in the capital of the Company, upon the terms of the drafts produced to the meeting and initialled by the Chairman for the purposes of identification, be and are hereby authorised."



Secretary



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