

Number of Company : SC032434

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
of
SEMPLE COCHRANE PLC

Passed 1 July 2002

At an Extraordinary General Meeting of the above named Company, duly convened and held at the Normandy Hotel, Inchinnan Road, Renfrew PA4 9EJ on the First day of July 2002 the subjoined Resolution was duly passed, as a Special Resolution:-

"THAT

- (i) the scheme of arrangement dated 30 May 2002 between the Company, the Public Ordinary Shareholders, the holders of the Bank of Scotland Ordinary Shares and the holders of the McCabe Shares (each as defined in the Scheme) in its original form or with or subject to any modification, addition or condition approved by the Court of Session (the "Scheme") be approved and the directors of the Company (the "Directors") be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect;
- (ii) for the purposes of implementing the Scheme, the capital of the Company be reduced by cancelling the Scheme Shares and the Subsequent Shares (each as defined in the Scheme) (the "Reduction");
- (iii) forthwith and contingently upon the Reduction taking effect:
 - (a) the authorised share capital of the Company shall be increased to its former amount by the creation of the number of new ordinary shares of 10 pence each in the Company ("New Ordinary Shares"), which will be equal to the



aggregate nominal amount of the Scheme Shares and the Subsequent Shares cancelled pursuant to paragraph (ii) of this resolution, and those New Ordinary Shares shall carry the same rights and be subject to the same restrictions as the ordinary shares cancelled pursuant to paragraph (ii) of this resolution; and

(b) the Company shall apply the credit arising in its accounting records from the Reduction in paying up, in full and at par, those New Ordinary Shares and shall allot and issue those New Ordinary Shares credited as fully paid to Teesland plc and/or its nominee or nominees;

(iv) forthwith and contingently upon the Reduction becoming effective and in addition to any subsisting authority conferred on the Directors under section 80 of the Companies Act 1985 (as amended) (the "Act"), the Directors be and are hereby authorised to exercise all the powers of the Company to allot the New Ordinary Shares in accordance with paragraph (iii)(b) of this resolution, up to an aggregate nominal amount of £2,000,000 pursuant to section 80 of the Act, provided the authority hereby conferred shall expire on 30 September 2002;

(v) with effect from the passing of this resolution, the Articles of Association of the Company be and they are hereby amended by the adoption and inclusion of the following new article 146:

"146.1 In this Article, the "Scheme" means the scheme of arrangement dated 30 May 2002 proposed between the Company, the Public Ordinary Shareholders, the holders of the Bank of Scotland Ordinary Shares and the holders of the McCabe Shares (each as therein defined), in its original form or with or subject to any modification, addition or condition approved by the Court of Session and the "Disposal" means the intended sale by Teesland plc of the entire issued ordinary share capital of the Company to RTT (Holdings) Limited (or its nominee(s)) following the Scheme becoming effective. Expressions defined in the Scheme shall have the same meanings in this Article.

146.2 Notwithstanding any other provision of these Articles, if the Company allots or issues any Ordinary Shares after the Voting Record Time and

prior to the Scheme Record Date, those shares shall be allotted or issued subject to the terms of the Scheme and the holders of those shares shall be deemed to be bound by the Scheme accordingly.

146.3 If any Ordinary Share is allotted or issued to any person other than Teesland plc (a "New Member") at any time on or after the Scheme Record Date and before completion of the Disposal, it will be immediately transferred to Teesland plc (and/or its nominee(s)) in consideration of the issue to the New Member of the number of Teesland Ordinary Shares which that New Member would have been entitled to had each share transferred to Teesland plc and/or its nominee(s) hereunder been a Scheme Share.

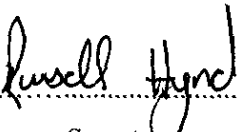
146.4 No fraction of a Teesland Ordinary Share shall be issued pursuant to this Article and the entitlement of each person who would otherwise have been entitled to a fraction of a Teesland Ordinary Share shall be rounded down to the nearest whole number.

146.5 To give effect to any transfer required by this Article, the Company may appoint any person to execute and deliver as transferor a form or instructions of transfer on behalf of the New Member in favour of Teesland plc and/or its nominee(s) and irrevocably to agree for and on behalf of the New Member to become a member of Teesland plc. Pending the registration of Teesland plc as the holder of any shares in the Company, Teesland plc shall be irrevocably empowered to appoint a person to act as attorney on behalf of the New Member in accordance with any directions Teesland plc may give in relation to any dealings with those shares (or any interest therein), exercising any right attached thereto or receiving any distribution or other benefit accruing or payable in respect thereof. If a person is so appointed to act as attorney, the New Member shall not be entitled to exercise any right attaching to any share in the Company except:

- (a) to the extent that the person appointed to act as attorney fails to act in accordance with the directions of Teesland plc; and

(b) in accordance with the directions of Teesland plc"; and

- (vi) the Debt Conversion, the Acquisition, the Disposal, the Loan Stock Subscription, the Placing and Offer and the Facility Agreement (as each is defined in the circular dated 31 May 2002 of which this Notice forms part (the "Circular")) be and they are hereby approved and the Additional Subscription Agreement (as defined in the Circular), a copy of which is produced to the meeting and initialled by the chairman of the meeting for the purposes of identification only, be and is hereby approved and the Directors be and they are hereby authorised to do all such acts and to take all such steps as the Directors may consider necessary or appropriate in order to effect the Additional Subscription (as defined in the Circular) and any matters incidental thereto and to agree any waiver, amendment or extension to the terms of the Additional Subscription Agreement, but only to such extent as shall not constitute a material amendment thereof."


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Secretary