Company No. SC38309

THE COMPANIES ACT 1985

SPECIAL RESOLUTION:

of

DURHAM TUBE LIMITED

At the Annual General Meeting of the above Company duly convened and held on Tuesday 4th May, 1999 the Resolution set out below was duly passed as a Special Resolution:

SPECIAL RESOLUTION

That the Articles of Association of the Company be and hereby are altered by adding the Article below, to immediately follow the existing Articles and to be numbered accordingly:

Single member company

If, and for so long as, the Company has only one member, the following provisions shall apply:

(a) One person entitled to vote upon the business to be transacted, being the sole member of the Company or a proxy for that member or (if such member is a corporation) a duly authorised representative of such member, shall be a quorum and regulation 40 of Table A shall be modified accordingly, Regulation 41 of Table A shall not apply to the Company.

(b) The sole member of the Company (or the proxy or authorised representative of the sole member representing that member at the relative general meeting) shall be the chairman of any general meeting of the company and regulation 42 of Table A shall be modified accordingly.

(c) A proxy for the sole member of the Company may vote on a show of hands and regulation 54 of Table A shall be modified accordingly.

(d) All other provisions of these articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to a company which has only one member.

KmC

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COMPANIES HOUSE 20/08/99

F H Fermor
Company Secretary