

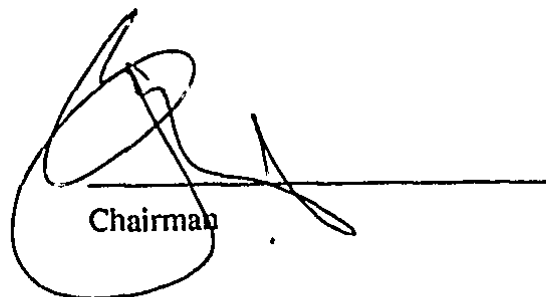
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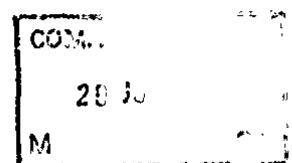
SPECIAL RESOLUTION OF HOTPOINT LIMITED

At an Extraordinary General Meeting of the Company held on Friday 21 June 1991 the following resolution was passed as a Special Resolution:-

SPECIAL RESOLUTION

That the regulations contained in the printed document attached hereto and for the purpose of identification signed by the Secretary be approved and are adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.


Chairman



COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-of-

HOTPOINT LIMITED

1. The regulations in Table A prescribed under section 8 of the Companies Act 1985, as in force at the date of adoption of these Articles, (hereinafter called "Table A") shall apply to this Company save in so far as they are varied or excluded or are inconsistent with these regulations.
2. Regulations 24, 25, 26, 28 (except for the words commencing with "The company" and ending with "is registered,") 87 and 73 to 80 (inclusive) in Table A shall not apply to the Company.
3. A company for the time being holding a majority of the issued ordinary shares of the company ("the holding company") shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed on behalf of the holding company by one of its directors, and shall take effect upon lodgment at the Registered Office of the Company. Regulation 90 of Table A shall take effect subject to this regulation.
4. The holding company shall have power from time to time and at any time to appoint one or more of the Directors as Chairman of the Board of Directors, Managing Director or Managing Directors, Deputy Managing Director or Deputy Managing Directors, or to any other office of the

5. The Directors may establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances and emoluments to, any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid and who hold or have held executive positions or agreements for service with the Company or any such other company, and the wives, widows, families and dependants of any such persons, and also establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and wellbeing of the Company or of any such other company as aforesaid, or of any such person as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid and subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public general or useful object, and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Subject always, if the Act shall so require, to particulars with respect to the proposed payment being disclosed to the Members of the Company and to the proposal being approved by the Company by Ordinary Resolution, any Director who holds or has held any such executive position or agreement for services shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.