

No. of Company: 185947

THE COMPANIES ACTS 1908 to 1917

and

THE COMPANIES ACTS 1948 to 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

THORNTON & ROSS LIMITED

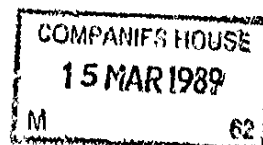
passed the 10th day of March 1989

AT an Extraordinary General Meeting of the above-named Company, duly convened and held at 13, Station Street, Huddersfield, West Yorkshire, on the 10th March 1989, the following Resolutions were duly passed as Special Resolutions:-

1. That the Articles of Association of the Company be modified by re-numbering the existing Article 56 as Article 56 (1) and inserting the following new Articles to be numbered 56 (2), 56 (3) and 56 (4) respectively, that is to say:-

56 (2) Subject to the provisions of the Companies Act 1985 the Company may purchase its own shares (including but not limited to any redeemable shares) and, so long as it is a private company, make a payment in respect of the redemption or purchase of its own shares other than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

56 (3) Subject to the provisions of the Companies Act 1985 any shares may, with the sanction of an Ordinary Resolution, be issued



on the terms that they are or at the option of the Company or the shareholder are liable, to be redeemed on such terms and in such manner as the Company before the issue of the shares may by Special Resolution agree and whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise.

56 (4) Subject to the provisions of the Companies Act 1985 the Company may give financial assistance for the purpose of, or in connection with, any acquisition of shares made or to be made in the Company or its holding company

2. That subject to and conditional upon the passing of Resolution 1 above the terms of the proposed Agreement submitted to this meeting and for the purpose of identification subscribed by the Chairman hereof expressed to be made between the Company (1) V. E. Ross and Others (2) and R. Thornton and Others (3) under which the Company agrees to buy at the total price of £4,436,585 8,000 "A" Preference Shares of £1 each 13,731 "B" Preference Shares of £1 each 9,200 "A" Ordinary Shares of £1 each and 35,664 "B" Ordinary Shares of £1 each all in the capital of the Company be and the same is hereby approved pursuant to the provisions of Section 164 of the Companies Act 1985.

Ralph Thornton
Chairman.