

Company Number: 873179

THE COMPANIES ACT 1985

SPECIAL RESOLUTIONS

of

MAY GURNEY & CO LIMITED

Passed on the 11th day of July 1989

By written resolutions signed by all of the members of the above-named on 11th day of July 1989 the following Resolutions were duly passed as SPECIAL RESOLUTIONS of the Company:

1. THAT the Memorandum of Association of the Company shall with immediate effect be amended by the deletion of the existing Clause 3(H) and its replacement with the following:-

"(H)(A)

To receive money on deposit or loan upon such terms as the Company may approve, and, either with or without the Company receiving any consideration or advantage, direct or indirect, from giving such guarantee, to guarantee the performance of the obligations and the payment of the capital or principal (together with any premium) of any obligations for repayment of money and legal discharge of liabilities both present and future due, owing or incurred to bankers of any company, firm or person and in particular (but without limiting the generality of the foregoing) of any company which is for the time being the Company's holding company as defined by Section 736 of the Companies Act 1985 or a subsidiary, as defined by the said section, of the Company or of the Company's holding company and to create mortgages, charges or liens upon all or any part of the property or assets of the Company (both present and future) including its uncalled capital in support of



any guarantees or otherwise.

(H)(B) To the extent the same is permitted by law, to give financial assistance for the purpose of the acquisition of shares in the Company or the Company's holding company for the time being as defined in Section 736 of the Companies Act 1985 and to give such assistance by any means permitted by law."

2. THAT Regulation 10 in Part 1 of Table A to the First Schedule to the Companies Act 1948 incorporated in the Articles of Association of the Company shall be and is hereby with immediate effect deleted in its entirety.

.....Taylor Vith.....