

COMPANY NUMBER: 4464681

RAWLINSON PRYDE LIMITED

Companies Acts 1985 to 1989

Private Company limited by shares

Special Resolutions of Rawlinson Pryde Limited

Passed on 1st July 2004

At an **EXTRAORDINARY GENERAL MEETING** of the Members of the Company held at Argent House, 5 Goldington Road, Bedford, MK40 3JY at 10.00a.m. and attended by all of the Members of the Company for the time being entitled to receive notice of and attend and vote at General Meetings of the Company, the following **RESOLUTIONS** were passed:-

RESOLVED as an **ORDINARY RESOLUTION**:

1. That the Authorised Share Capital of the Company be and is hereby increased to £1,000 by the creation of 100 'A' Non-Voting Ordinary Shares of £1.00 each, 100 'B' Non-Voting Ordinary Shares of £1.00 each, 100 'C' Non-Voting Ordinary Shares of £1.00 each, 100 'D' Non-Voting Ordinary Shares of £1.00 each, 100 'E' Non-Voting Ordinary Shares of £1.00 each, 100 'F' Non-Voting Ordinary Shares of £1.00 each, 100 'G' Non-Voting Ordinary Shares of £1.00 each, 100 'H' Non-Voting Ordinary Shares of £1.00 each and 100 'I' Non-Voting Ordinary Shares of £1.00 each all such shares having the rights set out in the Articles of Association of the Company as proposed to be adopted by the Special Resolution set out below

RESOLVED as a **SPECIAL RESOLUTION**

1. That the existing Articles of Association of the Company shall be varied by re-numbering Articles 3 to 13 as Articles 4 to 14 and by inserting a new Article 3 in the form of the draft Article marked "X" annexed to this Resolution.

SIGNED:



Shareholder



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THE COMPANIES ACT 1985

AMENDMENT TO THE ARTICLES OF ASSOCIATION OF RAWLINSON PRYDE LIMITED

3. The share capital of the Company at the date of the adoption of these Articles is £1,000 divided into 100 Ordinary Shares of £1 each (in these Articles referred to as the Ordinary Shares), 100 "A" Non-Voting Ordinary Shares of £1 each (in these Articles referred to as the "A Shares"), 100 "B" Non-Voting Ordinary Shares of £1 each (in these Articles referred to as the "B Shares"), 100 "C" Non-Voting Ordinary Shares of £1 each (in these Articles referred to as the "C Shares"), 100 "D" Non-Voting Ordinary Shares of £1 each (in these Articles referred to as the "D Shares"), 100 "E" Non-Voting Ordinary Shares of £1 each (in these Articles referred to as the "E Shares"), 100 "F" Non-Voting Ordinary Shares of £1 each (in these Articles referred to as the "F Shares"), 100 "G" Non-Voting Ordinary Shares of £1 each (in these Articles referred to as the "G Shares"), 100 "H" Non-Voting Ordinary Shares of £1 each (in these Articles referred to as the "H Shares"), 100 "I" Non-Voting Ordinary Shares of £1 each (in these Articles referred to as the "I Shares") and for the purposes of these Articles the expression "equity share capital" shall mean the Ordinary Shares, "A" Shares, "B" Shares, "C" Shares, "D" Shares, "E" Shares, "F" Shares, "G" Shares, "H" Shares and "I" Shares.

The rights attaching to the respective classes of shares shall be as follows:-

- 3(a) As regards income
- 3(a)i The profits of the Company which are available for distribution in respect of any financial year shall be applied in payment of dividends to the holders of the Ordinary Shares, "A" Shares, "B" Shares, "C" Shares, "D" Shares, "E" Shares, "F" Shares, "G" Shares, "H" Shares and "I" Shares in such proportion as the Members may, in their absolute discretion, approve save that if no proportion is agreed by the Members holding in excess of 75% of the issued Ordinary Shares then the profits shall be applied in payment of dividends to the holders of the Ordinary Shares, "A" Shares, "B" Shares, "C" Shares, "D" Shares, "E" Shares, "F" Shares, "G" Shares, "H" Shares and "I" Shares *pari passu* (as if the same constituted one class of share) according to the amounts paid up (excluding any premium) or credited as paid up on the Ordinary Shares, "A" Shares, "B" Shares, "C" Shares, "D" Shares, "E" Shares, "F" Shares, "G" Shares, "H" Shares and "I" Shares.
- 3(a)ii For the purpose of Articles 3(a)i, the expression "profits of the Company which are available for distribution" shall mean the net profit of the Company after tax calculated on the historical cost accounting basis and as shown by the audited profit and loss account of the Company for the relevant financial period as the Company determines to be available for distribution.
- 3(b) as regards capital
- 3(b)i On a return of assets on liquidation or otherwise, the surplus assets of the Company remaining after the payment of its liabilities shall be paid to the holders of Ordinary Shares *pari passu* (as if the same constituted one class of share) in proportion to the amounts (excluding any premium) paid up or credited as paid up on the Ordinary Shares held by them respectively and the holders of the "A" Shares, "B" Shares, "C" Shares, "D" Shares, "E" Shares, "F" Shares, "G" Shares, "H" Shares and "I" Shares shall have no right to participate in any such surplus assets.

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AMENDMENT TO THE ARTICLES OF ASSOCIATION OF RAWLINSON PRYDE LIMITED (Cont'd)

3(c) As regards voting

3(c)i The holders of the "A" Shares, "B" Shares, "C" Shares, "D" Shares, "E" Shares, "F" Shares, "G" Shares, "H" Shares and "I" Shares shall have no right to receive notice of or to attend or vote at any general meeting of the Company.

3(c)ii The holders of Ordinary Shares shall be entitled to one vote for every Ordinary Share of which they are the holder

3(d) As regards a take-over bid

3(d)i In the event that a take-over bid is made for the entire issued Ordinary Shares and the offeror succeeds in obtaining the acceptance of the holders of at least 75% of the issued Ordinary Shares, every Member shall be required to sell his holding to the offeror in accordance with the terms of the offer and the holders of the "A" Shares, "B" Shares, "C" Shares, "D" Shares, "E" Shares, "F" Shares, "G" Shares, "H" Shares and "I" Shares shall be required to offer and if accepted sell their holding to the offeror at par value.