

Number of Company: 10170

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
of
LITHGOWS LIMITED

Passed 15th December 1995

By a written resolution passed by all the Members of the above named Company on the 15th day of December 1995 the subjoined Resolution was duly passed as a written resolution:-

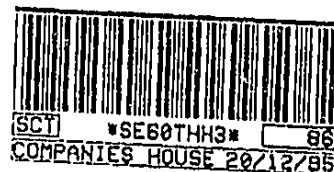
The Articles of Association of the Company shall be amended by deleting the existing Article 3(b)(iii) and substituting the following new Article 3(b)(iii) therefor:

"3(b)(iii) The Preference shares shall be redeemable and redeemed in the following manner and upon and subject to the following terms and conditions:-

(aa) Each holder of the Preference shares shall have the option at any time to redeem at par all or any of the fully paid up Preference shares for the time being held by him. Such right shall be exercisable subject to the provisions of the Companies Act 1985 (as the same may be amended or re-enacted).

(bb) Not less than one calendar month's notice in writing of his intention so to redeem shall be given to the Company by any holder of Preference shares to be redeemed. The notice shall fix the

MMS1/15740/1



time, date and place of such redemption and specify the number of Preference shares to be redeemed. At the time, date and place so fixed, such holder of Preference shares shall be bound to deliver up to the Company the certificates for the Preference shares to be redeemed for cancellation and thereupon the Company shall pay to him in respect of those shares both the redemption monies payable and:-

- (1) any arrears or deficiency of the preferential dividend (whether earned or declared or not) calculated down to the due date of redemption; and
- (2) the amount of any preferential dividend which has been declared but not paid;

and shall issue to such holder of Preference shares a certificate for any balance of Preference shares retained by him after such redemption.

Almond R. Reid
.....
Secretary

JASM/SDC/123/JG

Number of Company: 10170

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
of
LITHGOWS LIMITED

Passed 15th December 1995

By a written resolution passed by the holders of all of the Non-voting, Non-convertible, Non-cumulative, Redeemable 7.5% Preference shares of £1 each of the above named Company on the 15th day of December 1995 the subjoined Resolution was duly passed as a written resolution:-

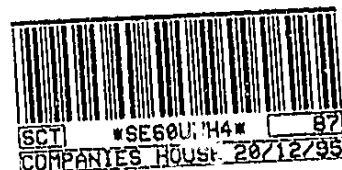
The Articles of Association of the Company shall be amended by deleting the existing Article 3(b)(iii) and substituting the following new Article 3(b)(iii) therefor:

"3(b)(iii) The Preference shares shall be redeemable and redeemed in the following manner and upon and subject to the following terms and conditions:-

(aa) Each holder of the Preference shares shall have the option at any time to redeem at par all or any of the fully paid up Preference shares for the time being held by him. Such right shall be exercisable subject to the provisions of the Companies Act 1985 (as the same may be amended or re-enacted).

(bb) Not less than one calendar month's notice in writing of his intention so to redeem shall be

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given to the Company by any holder of Preference shares to be redeemed. The notice shall fix the time, date and place of such redemption and specify the number of Preference shares to be redeemed. At the time, date and place so fixed, such holder of Preference shares shall be bound to deliver up to the Company the certificates for the Preference shares to be redeemed for cancellation and thereupon the Company shall pay to him in respect of those shares both the redemption monies payable and:-

- (1) any arrears or deficiency of the preferential dividend (whether earned or declared or not) calculated down to the due date of redemption; and
- (2) the amount of any preferential dividend which has been declared but not paid;

and shall issue to such holder of Preference shares a certificate for any balance of Preference shares retained by him after such redemption.

.....*Mahomed K. Karim*.....
Secretary