

OP
Company No. 60209

**THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ELECTIVE/EXTRAORDINARY/ORDINARY/SPECIAL RESOLUTIONS
OF**

STEPHEN WALTERS & SONS LIMITED

At an Extra Ordinary Meeting of the above named Company, duly convened and held at Sudbury Silk Mills, Sudbury, Suffolk CO10 2XB on 7 June 2001 at 9.00 am the following Resolution was duly passed as a Special Resolution

1. That the Articles of Association be altered by the addition of a new article 14A
As follows:

“14A. Subject to the provisions of Part V of the Companies Act 1985 the company may:

- 1) issue any shares which are to be redeemed or are liable to be redeemed at the option of the company or the holder thereof;
 - 2) purchase its own shares (including any redeemable shares)
 - 3) make payment in respect of the redemption or purchase under Section 159 or (as the case may be) Section 162 of the Companies Act 1985 of any of its shares otherwise than out of its distributable profits or the proceeds of a fresh issue of shares”
2. THAT the Company shall purchase certain of its own shares off-market from the shareholders in manner upon the terms and for the consideration as appears from a memorandum of contract intended to be made in the form submitted to this meeting and approved.


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Secretary

12 June 2001

