

Company Number: 60209

The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

(Pursuant to s.380(1) of the Companies Act 1985)

OF

STEPHEN WALTERS & SONS LIMITED

Passed 8th May 2003

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Sudbury Silk Mills Sudbury Suffolk on 8th May 2003 the subjoined SPECIAL RESOLUTIONS were duly passed, viz:-

SPECIAL RESOLUTIONS

RESOLUTION NO. 1



THAT the Articles of Association of the Company be amended by the addition of the following articles:

"147 UNTRACED SHAREHOLDERS

- (a) The Company shall be entitled to sell (at the fair value thereof determined for the purpose by the Directors, acting reasonably) the shares of a member if:
 - (i) either during the period of not less than five years prior to and a period of one month following the publication of the advertisement referred to in sub-paragraph (a) (iii) of this Article the Company shall not during such period have received any correspondence from such member nor any reasonable indication of the exact address of such member; or

- (ii) a member of the Company has died and no grant of representative is produced to the Company for a period of not less than five years following the death and a period of one month following the date of the publication of the said advertisement; and provided that
 - (iii) the Company shall following expiry of the periods (of not less than five years) referred to in paragraphs (i) and (ii) above have inserted an advertisement in the East Anglian Daily Times or a leading daily newspaper circulating in the Suffolk area giving notice of its intention to purchase the said shares and stating the date following which such shares will be deemed to have become available for purchase pursuant to this Article.
- (b) Forthwith upon the entitlement of the Company to sell the shares of an untraced member being established in accordance with the provisions of paragraph (a) of this Article the untraced member shall be deemed to have given a Transfer Notice in respect of such shares for the purpose of Article 28 which shall apply to any sale of shares pursuant to this Article as if the expression "Vendor" referred to the untraced member and provided that:
 - (i) the proceeds of sale of such shares shall be treated and held by the Company in accordance with the provisions of paragraph (d) of this Article;
 - (ii) the fair value of the shares offered for sale shall be the fair value determined by the Directors in accordance with paragraph (a) of this Article, and
 - (iii) the Directors shall within the period of one month immediately following such deemed Transfer Notice be entitled to elect to purchase the shares of the untraced member at such fair value (subject to and in accordance with the provisions of Chapter VII of Part V of the Companies Act 1985) such that (for the purpose of this Article) the Company shall not be obliged to give notice to the remaining members until after the expiry of the said period of one month (and paragraph (ii) of Article 28 shall take effect accordingly).
- (c) To give effect to any such sale or repurchase the Directors may appoint any person as attorney of the untraced member with full power to execute complete and deliver in the name of and on behalf of such untraced member such documents as may be necessary or desirable to complete the sale or repurchase of such shares.
- (d) The net proceeds of sale after deduction of expenses (including expenses, or a due proportion thereof, of the said advertisements) shall belong to the Company which shall be obliged to account to the untraced member for an amount equal to such net proceeds and shall enter the name of the untraced members in the books of the Company as a creditor for such amount. No trust shall be created in respect of the debt, no interest shall be payable in respect of

the same and the Company shall not be required to account for any money earned on the net proceeds, which may be employed in the business of the Company in such manner as the Directors may from time to time think fit."

RESOLUTION NO. 2

THAT the draft of an agreement produced to this meeting, expressed to be made between the Company and John Stephen Walters and Glemsford Silk Mills Limited and providing for the purchase by the Company of the ordinary shares of the Company held by them respectively at the price per share specified in the draft agreement, be approved and that:

- 2.1 the directors be authorised and requested to procure the Company to enter into a contract in terms of the draft agreement and to complete it on or before the first anniversary of the date hereof, and
- 2.2 the shares which the Company shall have power to issue in place of the shares to be purchased, by virtue of the Companies Act 1985 section 160(5) shall be 5626 ordinary shares of £1 each.

RESOLUTION NO. 3

(Subject to the passing of resolution number 1, above) THAT the draft of an agreement produced to this meeting and signed for identification by the chairman of the meeting, expressed to be made between the Company and the secretary of the Company (on behalf of the untraced shareholders) be approved and that:

- 3.1 the directors be authorised and requested to procure the Company to concur with the secretary in entering into a contract in terms of the draft agreement;
- 3.2 the directors be authorised to procure the Company to complete the purchase on or before the first anniversary of the date hereof on the terms mentioned in the draft of all the shares of the untraced shareholders available for purchase in accordance with the terms of the draft agreement; and
- 3.3 the shares which the Company shall have power to issue in place of the shares to be purchased by virtue of the Companies Act 1985 section 160(5) shall be 37 ordinary shares of £1 each (or if less the number of shares purchased by the Company pursuant to this authority).

Signature: 

Chairman/Director/Secretary