

61880-



in respect of any financial year by reference to a record date prior to the Conversion Date in that financial year;

- (viii) any redemption or purchase by the Company of any part of its share capital other than on redemption of the Convertible Preference Shares;
- (ix) the passing of any resolution to wind-up the Company and
- (x) the doing of any act or thing by the Company resulting in an adjustment of the conversion rate if in consequence such rate would involve the issue of more than 15p nominal of Ordinary Share capital for every 15p nominal of Convertible Preference Shares converted.

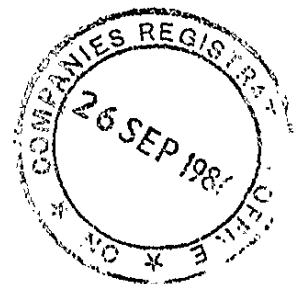
#### (6) DOCUMENTS

While any of the Convertible Preference Shares remain capable of conversion, the Company shall send to the holders of the Convertible Preference Shares a copy of every document sent to the holders of Ordinary Shares at the same time as it is sent to such holders."

#### SPECIAL RESOLUTION

3. THAT, subject to and conditional upon the Offer becoming or being declared unconditional in all respects, the name of the Company be changed from C. & W. Walker Holdings p.l.c. to Walker Greenbank PLC."

Chairman



BAPE.  
762760

£40.

# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 61880

I hereby certify that

C. & W. WALKER HOLDINGS P.L.C.

having by special resolution changed its name, is now  
incorporated under the name of  
WALKER GREENBANK PLC.

Given under my hand at the Companies Registration Office,  
Cardiff the 30TH SEPTEMBER 1986

*B. Norman*  
B. NORMAN

an authorised officer