

**COMPANIES ACT 1985**

**MCKECHNIE PLC**

**COMPANY LIMITED BY SHARES**

**COMPANY No. 141976**

At a general meeting of the Company on 26 October 2000, the following resolutions were passed:

**SPECIAL RESOLUTION**

**THAT:**

1. the Articles of Association of the Company be altered as follows:
  - (a) Article 42 shall be amended by the deletion of the words "Provided that where any such shares are admitted to the Official List of the London Stock Exchange, such discretion may not be exercised in such a way as to prevent dealings in the shares of that class from taking place on an open and proper basis".
  - (b) The letter "(A)" shall be added after "43" at the beginning of Article 43.
  - (c) A new Article 43(B) shall be inserted as follows:

"(B) Notwithstanding any other provision of these Articles, the directors of the Company shall have no discretion to refuse to register a duly executed and stamped transfer of shares which is made pursuant to the enforcement of any pledge, charge, debenture or similar security interest.
  - (d) Article 56(B) shall be amended by the addition of the words "Subject to Article 42," before "the Board may," on line 1.
2. the Finance Documents (as defined in the board minutes of the Company of even date herewith) each be approved as being for the benefit of the Company, conducive to the attainment of its objects and in furtherance of its business.
3. the Company be re-registered as a private limited company under section 53 of the Companies Act 1985 (the *Act*) and that on such re-registration:
  - 3.1 the memorandum of association of the Company be amended as follows:
    - (a) in clause 1 by deleting the words "plc" and by replacing it with the word "Limited";
    - (b) by deleting clause 2;



(c) by renumbering the existing clauses 3, 4, 5 and 6 as 2, 3, 4, and 5 respectively;

(d) deleting from the heading of the cover sheet of the memorandum of association the words "Public Company Limited by Shares" and replacing them with "Private Company Limited by Shares".

3.2. the articles of association of the Company be amended by deleting the words "PLC" in the heading and replacing it with the word "Limited"

3.3 the regulations (in the form of the print attached to this resolution), and which reflect the amendments set out in resolutions 1 and 3.2 above, be adopted with immediate effect as the new Articles of Association of the Company to replace in their entirety the existing Articles of Association of the Company.



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Secretary  
**McKechnie plc**

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