

Company No: 316674

The Companies Act 1929

and

The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

passed as

WRITTEN RESOLUTIONS

of

COX AND ROBINSON (CHEMISTS) LIMITED

(the "Company")

(Passed pursuant to section 381A of and Schedule 15A to the Companies Act 1985)

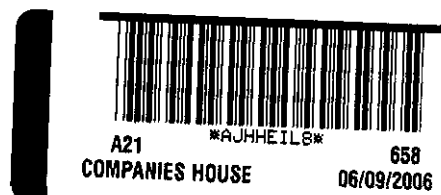
WE, the undersigned, being or representing all the members of the Company, HEREBY RESOLVE as follows:

RESOLUTIONS

1. THAT, with effect from the passing of this resolution, clause 3 of the Memorandum of Association of the Company is amended as follows:
 - 1.1 insert new sub-clause (ii):

"to guarantee in any manner, or to enter into any indemnity or other arrangement in relation to, the discharge of any liabilities or the observance or performance of any kind of obligations of any person and to secure any such guarantee, indemnity or arrangement or the discharge of any liabilities or the observance or performance of any such obligations by any charge over the whole or any part of the undertaking or assets of the Company;"
 - 1.2 the following new sub-clause is inserted into **clause 3** and designated as sub-clause (v) and sub-clauses (v) to (w) are redesignated sub-clauses (w) to (x):

"to give any financial assistance that may lawfully be given for the purpose of or in connection with the acquisition of shares in the Company or any other company;"
2. THAT, with effect from the passing of this resolution, regulations 10 and 84 in Part I of Table A in the First Schedule to the Companies Act 1948 shall no longer form part of the Articles of Association of the Company.
3. THAT the Articles of Association of the Company be and hereby are amended to adopt the following article as Article 9A:-



"9A Notwithstanding anything contained in these Articles, the Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer:-

9A.1 is to any bank or institution to which such shares have been charged by way of security, or to any nominee of such a bank or institution (a "Secured Institution"); or

9A.2 is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or

9A.3 is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not."

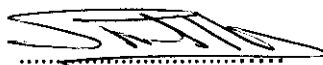
and that the numbering be amended accordingly.

Name of Shareholder

Signature

Date

Cox and Robinson Limited



1 SEPTEMBER 2006