

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

P.F. JACKSON LIMITED

Passed on 15 November 1994

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at Goldsmiths House, 2 Elland Road, Braunstone, Leicester LE3 1TT on 15 November 1994

~~on~~ 1994, the following Resolution was passed as a SPECIAL RESOLUTION of the Company, namely :-

SPECIAL RESOLUTION

- (a) That the Memorandum of Association of the Company be amended by the insertion of the following paragraph as a new paragraph 3(X):-

"3(X) Either with or without the Company receiving any consideration or advantage direct or indirect, from giving any such guarantee and so as to be an independent object of the Company to guarantee the performance of the obligations of others including the payment of capital or principal together with any premium of any dividends or interest on or other payment in respect of loans, credits, stocks, shares, or securities or other obligations of any nature whatsoever and without limiting the generality of the foregoing obligations for the repayment of money and/or discharge of liabilities both present and future, actual or contingent and insofar as the same is not prohibited by



law, obligations and liabilities incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company which is for the time being the Company's Holding Company as defined by Section 736 of the Companies Act 1985 due, owing or incurred to bankers or any other person of any company, firm or person, and in particular, (but not by way of limitation) of the Company's holding Company or any Company which is contemplated to become the Company's holding Company or a subsidiary, as defined by Section 736 of the Companies Act 1985 of the Company or of the Company's holding Company, or otherwise associated with the Company in business or of any company, firm or person which the Directors of the Company shall think appropriate and to create mortgages, charges or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others."

- (b)(i) That the Articles of Association of the Company be amended by the re-designation of Regulation 9 as Regulation 9(a) and the insertion of the following Regulation as a new Regulation 9(b):-

9(b) "No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Two members present in person, by proxy or by corporate representative shall be a quorum".

- (ii) That clause 10 of Table A shall not apply to the Company.

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Chairman