

No. 1559880

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

HOLLYHOCK LIMITED
(now Burndy Limited)

Passed: 17th September, 1981

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at Capel House, 62, New Broad Street, London EC2M 1JY on 17th September, 1981 the following Resolutions were duly passed as Special Resolutions:-

1. THAT the name of the Company be changed to Burndy Limited
2. THAT the Memorandum of Association of the Company be altered by deleting the existing paragraph (a) of Clause 3 and substituting the following paragraph therefor:

"(a) To carry on business in the United Kingdom and elsewhere as manufacturers of and dealers in



all kinds of electrical accessories and connectors and of accessories, apparatus and equipment of every description capable of being used in connection with the generation, distribution, supply accumulation and employment of electricity, to act as electricians, electrical engineers, constructional and mechanical engineers and to carry out all kinds of electrification work and to carry on business as tool makers, brass founders, metal-workers, millwrights, machinists, smiths, woodworkers and metallurgists."

3. THAT the Articles of Association of the Company be altered as follows:-

(1) By deleting the existing Article 6 and substituting the following Article therefor:

"6. (a) The directors shall have general and unconditional authority (limited in time as hereinafter provided) to allot any relevant securities up to the maximum amount hereinafter laid down. The maximum amount of relevant securities which may be allotted under the authority hereby conferred shall be that which would result in the issue of all the shares in the company for the time being unissued. Subject to section 14(5) of the Companies Act 1947 the authority hereby conferred shall expire five years after the date of the incorporation of the company unless renewed (with

or without variation) by the company in general meeting at any time and from time to time before or after the date on which it would otherwise have expired.

- (b) The company may at any time and from time to time up to the expiry of the authority conferred by paragraph (a) of this Article or any renewal thereof make any offer or agreement which would or might require relevant securities to be allotted after such expiry.
- (c) The provisions of section 17 of the Companies Act 1980 shall be excluded and unless otherwise decided by ordinary resolution any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom

the offer is made that he declines to accept the shares offered, the directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the company. The directors may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid, or by reason of any other difficulty in apportioning the same, cannot in the opinion of the directors be conveniently offered in manner hereinbefore provided.

(d) In this Article "relevant securities" has the meaning given to it by section 14 of the Companies Act 1980 and references to the allotment of relevant securities shall be construed in the same manner as in that section."

- (2) By deleting the existing Articles 7 and 8
- (3) By renumbering Articles 9 to 31 as Articles 7 to 29 respectively

Signed
Chairman of the Meeting

