

Company No: 01887679

The Companies Act 1985

COMPANY LIMITED BY SHARES

**SPECIAL RESOLUTION
of
BCM Contracts Ltd**

Passed 5th May 2003

AT an Extraordinary General Meeting of the Company, duly convened and held on 5th May 2003, the following resolution was duly passed as a special resolution:

RESOLUTION

- 1 That with effect from the passing of this resolution the provisions of the Memorandum of Association of the Company are altered with regard to the share capital of the company by amending clause 2.1 so that the authorized share capital of the company be increased to £2,000 from £1,000 by substituting the following wording

".....provided that the maximum nominal value of the securities so allotted or offered or agreed to be allotted shall not when aggregated with the nominal value of the shares in the capital of the Company agreed to be taken by the subscriber to the Memorandum of association of the Company exceed the sum of £2000".

- 2 That a new clause 2.2 be inserted and the existing clause 2.2 be re-numbered 2.4. The new clause 2.2 to read "The authorized capital of the company shall consist of 1000 Ordinary A shares of £1 and 1000 Ordinary B shares of £1"
- 3 That a new clause 2.3(i) be inserted to read "The rights of the B ordinary shares shall rank after the A ordinary shares in a winding up. In the event of a winding up, the maximum value to be ascribed to the holders of the B ordinary shares shall be £1. The B ordinary shares shall carry no pre-emption rights whatsoever."
- 4 That a new clause 2.3(ii) be inserted to read "In any cases where a valuation of the A and B ordinary shares is required under whatever basis or where the auditors are requested to carry out a valuation, the value ascribed to the B shares shall be limited to £1 per B ordinary share."

..... Chairman of the Meeting

