

**The Companies Act 1985 and 1989  
Company Limited by Shares**

**WRITTEN RESOLUTION**

of

**BRINACO LIMITED  
("The Company")**

The following written resolutions were passed by the Members of the Company on 1 July 2004

**RESOLUTIONS**

- 3.1 THAT the 30 Ordinary Shares of £1 each in the capital of the company issued and fully paid and registered in the name of Dennis Naylor be converted into 30 'A' Ordinary Shares of £1 each, all such shares having attached thereto the respective rights set out in the amended Articles of Association of the Company as proposed pursuant to paragraph 3 below.
- 3.2 THAT the 30 Ordinary Shares of £1 each in the capital of the company issued and fully paid and registered in the name of Brian Raymond Naylor be converted into 30 'B' Ordinary Shares of £1 each, all such shares having attached thereto the respective rights set out in the amended Articles of Association of the Company as proposed pursuant to paragraph 3 below.
- 3.3 THAT the 20 Ordinary Shares of £1 each in the capital of the company issued and fully paid and registered in the names of Brian Raymond Naylor and Trevor Robert Gurney as trustees of the B R Naylor Children's Settlement No. 1 be converted into 20 'C' Ordinary Shares of £1 each, all such shares having attached thereto the respective rights set out in the amended Articles of Association of the Company as proposed pursuant to paragraph 3 below.
- 3.4 THAT the 20 Ordinary Shares of £1 each in the capital of the company issued and fully paid and registered in the names of Dennis Naylor, Trevor Robert Gurney and Christine Leslie Naylor as trustees of the D Naylor Children's Settlement No. 1 be converted into 20 'D' Ordinary Shares of £1 each, all such shares having attached thereto the respective rights set out in the amended Articles of Association of the Company as proposed pursuant to paragraph 3 below.
- 4 THAT the 900 unissued Ordinary Shares of £1 each in the capital of the Company be converted into 270 'A' Ordinary Shares of £1 each, 270 'B' Ordinary Shares of £1 each, 180 'C' Ordinary Shares of £1 each and 180 'D' Ordinary Shares of £1 each, all such shares having attached thereto the respective rights set out in the amended Articles of Association of the Company as proposed pursuant to paragraph 3 below.
- 5 THAT the Articles of Association of the Company be amended by the insertion of a new clause 2 and re-numbering of all subsequent sections accordingly as follows:-

**Share Capital**

3. (a) The authorised share capital of the Company at the date of adoption of this article is £1,000 divided into 300 'A' Ordinary Shares of £1 each, 300 'B' Ordinary Shares of £1 each, 200 'C' Ordinary Shares of £1 each, 200 'D' Ordinary Shares of £1 each.
- (b) Subject to Article 2(c), the 'A' Ordinary Shares, 'B' Ordinary Shares, 'C' Ordinary any distributions, whether by interim or final dividend, by the Company and distributions may be made in respect of whichever class of shares and in such manner and/or amounts as the Company shall resolve from time to time.



(c) On a return of assets on a liquidation or capital reduction of the Company the 'A' Ordinary Shares, 'B' Ordinary Shares, 'C' Ordinary Shares and 'D' Ordinary Shares shall rank equal in all respects.

(d) Subject to Article 2(b), the 'A' Ordinary Shares, 'B' Ordinary Shares, 'C' Ordinary Shares and 'D' Ordinary Shares shall rank equally in all respects.

1 July 2004  
Date

  
Chairman

Presented by:

Brown Butler  
Chartered Accountants  
Yorkshire Bank Chambers  
Infirmary Street  
Leeds  
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