

Number of Company 2243094



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION OF
LIPAC UK LIMITED


Passed *17th August* 1998

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held on the above date the following resolutions were duly passed as SPECIAL RESOLUTIONS of the Company:

RESOLUTIONS

- (a) That the Company approve the giving of financial assistance (as defined in Section 151 Companies Act 1985) by the Company to Omega Plant & Equipment Limited (company number 3277884) in favour of Barclays Bank plc (Barclays) and JCB Finance Limited (JCB).
- (b) That (after full and careful consideration of the terms, the nature and scale of the liabilities to be undertaken thereby and of the commercial and financial consequences direct and indirect of the execution of a legal charge over chattels in favour of JCB, a cross guarantee and debenture and an indemnity both in favour of Barclays (the Security Documents) so far as they affect the Company) it is in the best interests of and to the advantage and further benefit of the Company to enter into the Security Documentation with Barclays and JCB in respect of the liabilities to Barclays and JCB of Omega Plant & Equipment Limited.
- (c) That the Security Documents be approved and any two Directors or any Director and the Secretary be and are hereby authorised to execute them on behalf of the Company and such Security Documents be forthwith delivered to Barclays and JCB (as appropriate) as security.

- (d) That Barclays be and is hereby authorised to act in all matters relating to the overdraft upon instructions from the Company signed in accordance with Barclays' mandate for the Company's account with Barclays current from time to time.
- (e) That any two Directors or any Director and the Secretary be authorised on behalf of the Company to sign the said indemnity to Barclays and be authorised on behalf of the Company to issue to Barclays any request under paragraph 3 of the said indemnity.
- (f) That the foregoing resolutions do not in any way limit or affect the instructions to Barclays and JCB respectively contained in any mandate given by the Company.
- (g) That the Secretary be directed to arrange for the filing at Companies House of all necessary returns consequent on the business dealt with at this Meeting and to supply certified copies of these Minutes to Barclays and JCB or such other persons as necessary.


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Chairman