

No. of Company: 2817392

**The Companies Act 1985 and 1989
Private Company Limited by Shares
Special Resolution
of
Universal Diamond Holdings Limited**

At an Extraordinary General Meeting of the Company duly convened and held at 104/112 Marylebone Lane, London, W1 on 22 September 1993 the following resolution was duly passed as a special resolution:-

SPECIAL RESOLUTION

- (A) THAT the authorised share capital of the Company be increased from £1,000 divided into 1,000 Ordinary Shares of £1 each to £250,000 divided into 100,000 0.1 per cent Non-Cumulative Preference Shares of £1 each (having the rights set out in the new Article adopted in sub-paragraph (B) of this Resolution) and 150,000 Ordinary Shares of £1 each.
- (B) THAT the Articles of Association be amended by:-
- (a) ~~re-wording~~ existing Article 2 as Article 1(c);
 - (b) ~~re-wording~~ existing Article 3 as Article 2; and
 - (c) inserting the following heading and new Article 3:-

SHARE CAPITAL

- 3.1 The authorised share capital of the Company is £250,000 divided into 100,000 0.1 per cent Non-Cumulative Preference Shares of £1 each ("Preference Shares") and 150,000 Ordinary Shares of £1 each,
- 3.2 The rights, privileges and restrictions attaching to the Preference Shares shall be as follows:-

Income

- 3.2.1. The profits available for distribution shall be applied first in paying to the holders of the Preference Shares (in priority to any payment of dividend to the holders of any other class of shares in the capital of the Company) a fixed non-cumulative preferential cash dividend ("Preferential Dividend") at the rate of 0.1 per cent. per annum (exclusive of the amount of any associated tax credit available to shareholders) on every Preference Share held by them, such dividend

