

Number of Company: 3409815



The Companies Act 1985

COMPANY LIMITED BY SHARES

**EXTRAORDINARY RESOLUTION OF THE 'B' ORDINARY
SHAREHOLDERS**

(pursuant to Section 378 of the Companies Act 1985)

OF

NATIONWIDE BUILDING SERVICES GROUP LIMITED

passed

AT A CLASS MEETING of the 'B' Ordinary Shareholders of the above named Company, duly convened and held at Falcon House, Catteshall Lane, Godalming Surrey GU7 1JP on ²¹ day of ~~DECEMBER~~ 2001, the subjoined **EXTRAORDINARY RESOLUTION** was duly passed viz:

EXTRAORDINARY RESOLUTION

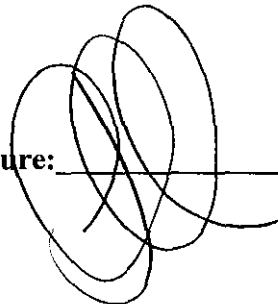
1. **THAT** the Articles of Association of the Company be amended by the adoption of a new Article 5, as set out below, and by the renumbering of regulations 5 to 34 as regulations 6 to 35 respectively, namely:
 - "5 (a) Subject to any restrictions for the time being imposed by law, the directors on behalf of the Company may exercise the power of issuing warrants in respect of fully paid 'A' Ordinary Shares stating that the bearer is entitled to the shares specified in the warrants as conferred by Section 188 of the Companies Act 1985 ('the Act'), and may determine and from time to time vary the conditions on which:
 - 1.1.1 Share warrants may be issued and replaced; provided that no fresh warrant shall be issued except on proof to the satisfaction of the directors that the original warrant has been destroyed;
 - 1.1.2 the bearer of a share warrant is to be entitled to attend and vote at meetings of the Company or of any class of its members; and
 - 1.1.3 a share warrant may be surrendered and the name of the bearer entered in the register in respect of the shares specified in the warrant.
 - (b) The bearer of a share warrant shall be subject to the conditions relating to share warrants for the time being in force, whether made before or after its issue; but subject to those conditions and to the provisions of the Act the bearer of a share

warrant shall be deemed to be the holder of the shares specified in it for all the purposes of these Articles except that share warrants shall not be taken into account as constituting or contributing to the qualification of a director.

- (c) The directors shall secure that, on the issue or surrender of a share warrant, the Company complies with the provisions of Section 355 of the Act with respect to the making and deletion of entries in the register of members.
- (d) Every warrant shall be signed autographically by two directors or by one director and the secretary.
- (e) The directors shall determine the number of shares represented by each warrant, and its form and contents. The distinctive number (if any) of the shares it represents shall be specified in the warrant.
- (f) The shares comprised in a warrant shall be transferred by the delivery of the warrant, and the provisions of the Articles as to the transfer and transmission of shares shall not apply to that transfer.
- (g) The bearer for the time being of a warrant shall, subject to the Articles for the time being, be deemed to be a member of the Company (save as mentioned below) in respect of the shares represented by the warrant.
- (h) No person shall, as the bearer of a warrant, be entitled to attend, speak or vote at any general meeting of the Company or at any meeting of the holders of a class of its share capital, unless at least seven days before the day fixed for the meeting he produces a certificate from a banker, solicitor or other person approved for this purpose by the directors, stating that the warrants are deposited with the signatory, are held to the order of the depositor and will remain so deposited until the close of the meeting or any adjournment of the meeting. The names of joint owners of any warrant shall not be accepted.
- (i) Coupons payable to bearer, in such language and form, payable at such places and within such period after advertisement as the directors shall determine, and providing for the payment of dividends on the shares represented by the warrants, may be attached to and issued from time to time in respect of warrants. Every coupon shall be distinguished by the serial number of the warrant to which it belongs, and by a number indicating its place in the series of coupons attributable to the warrant.
- (j) When any dividend is declared to be payable on the shares represented by a warrant, the directors shall advertise the declaration.
- (k) The Company, notwithstanding any notice or knowledge it may have, shall not be bound by or (save as required by law or ordered by a Court of competent jurisdiction) recognise any legal or equitable right or interest in respect of any shares comprised in a warrant except the right of the bearer to the shares specified in the warrant, and of the bearer of any advertised coupon to the payment of the dividend to which it relates.

- (l) No warrant shall be issued save on a request in writing signed by the registered holder of the shares in respect of which it is to be issued and delivered to the office.
- (m) A member requesting the issue of a warrant shall at the time of his application pay to the Company the stamp duty (if any) payable on the warrant, and also such fee, not exceeding £250.00 for each warrant, as shall from time to time be fixed by the directors.
- (n) If the bearer of a warrant delivers it up to the Company for cancellation, and pays the stamp duty (if any) payable on the issue of a new warrant, and such fee not exceeding £250.00 as shall from time to time be fixed by the directors, they may if they think fit issue to him one or more warrants to bearer for the shares specified in the warrant delivered up; but the directors shall not issue any new warrant for any share for which a warrant has been previously issued unless that warrant, together with all unadvertised coupons included in respect of it, shall have been delivered up for cancellation, except subject to such guarantee or indemnity as the directors may require.
- (o) If a bearer of a warrant surrenders it to be cancelled, and lodges with it at the office a declaration requesting registration as a member in respect of the shares specified in the warrant and stating his name and address, and pays the registration fee fixed from time to time by the directors, he shall be entitled to have his name registered as a member of the Company in respect of the shares specified in the surrendered warrant; but if the directors shall have received notice of any claim by any other person in respect of the warrant, they may refuse to register the person surrendering it.
- (p) The Company shall ensure that a copy of the Company's share register be kept at the registered office of the Company or at such other place as the directors shall determine.
- (q) The pre-emption rights, as set out in the Articles of Association of the Company, do not apply to share warrants to bearer."

Signature:



To be signed by the
Chairman, a Director or
the Secretary of the
Company.