

Company No: 03704349

**THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES**

**SPECIAL RESOLUTION OF**

**SMITHS OF SMITHFIELD LIMITED**



At an Extraordinary General Meeting of the above named Company duly convened and held on the 6<sup>th</sup> day of March 2002 the following Resolution was duly passed as a Special Resolution:

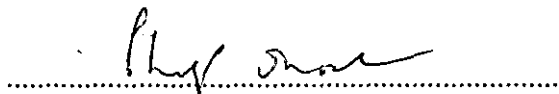
**SPECIAL RESOLUTION**

That Article 7.10 of the Articles of Association be amended by the addition at the end thereof of the following wording:

"PROVIDED THAT in the event that on or before 31<sup>st</sup> March 2002 Angus Hopson Jones resigns as a director of the Company and from all other contractual relationships between himself and the Company he shall be deemed immediately prior to his resignation to have served a Transfer Notice in respect of fifty per cent of the shares registered in his name and the provisions of this Article 7 shall apply to such shares (save that no rights of revocation shall apply and save that the shares shall not be offered by the Company to Willow International Investments Limited) and in this case the fair value of such shares shall be the agreed price of £229.76 per share. If the above proviso applies to Mr Angus Hopson Jones at the time of his resignation:

- (i) he shall not be deemed to have served a Transfer Notice in respect of the remaining fifty per cent of his shares; and
- (ii) the Company shall be required to circulate notice to the other ordinary shareholders (other than Willow International Investments Limited) pursuant to Article 7.5 but requiring them to respond in 21 days rather than the 90 days specified in that Article. The Company shall not be required subsequently to circulate notice to the preference shareholders pursuant to Article 7.7; and

- (iii) in the event that the Company does not find a shareholder or shareholders willing to purchase the shares referred to in the Transfer Notice pursuant to sub-clause (ii) above he shall be entitled to retain those shares."

A handwritten signature in dark ink, appearing to read "Raj Kumar", is written over a horizontal dotted line.

**CHAIRMAN**