

Company Number :3704349

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

Of

SMITHS OF SMITHFIELD LIMITED

Passed on 12 February 2004

The following Resolutions were passed as Special Resolutions of the Company at an Extraordinary General Meeting held on 12 February, 2004:

SPECIAL RESOLUTION (1)

SPECIAL RESOLUTION (2)

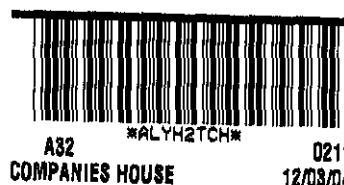
“THAT the contract proposed to be made between the Company and the Executives of the Estate of M Minale for the purchase by the Company of 20 Ordinary Shares of £1.00 each fully paid in the capital of the Company upon the terms of the draft contract produced to the meeting and initialled by the Chairman for the purposes of identification be and is hereby authorised.”

SPECIAL RESOLUTION (3)

“THAT the contract proposed to be made between the Company and Dina Raouf for the purchase by the company of 40 Ordinary Shares of £1.00 each fully paid in the capital of the Company upon the terms of the draft contract produced to the meeting and initialled by the Chairman for the purposes of identification be and is hereby authorised.”

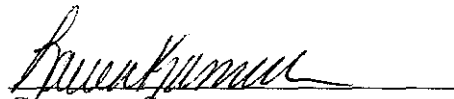
SPECIAL RESOLUTION (4)

“THAT the contract proposed to be made between the Company and Daniel Meltzer for the purchase by the Company of 332 Ordinary Shares of £1.00 each in the capital of the Company upon the terms of the draft contract produced to the meeting and initialled by the Chairman for the purposes of identification be and is hereby approved.”



SPECIAL RESOLUTION (5)

“THAT the contract proposed to be made between the Company and Sian Davis for the purchase by the Company of 332 Ordinary Shares of £1.00 each fully paid in the capital of the Company upon the terms of the draft contract produced to the meeting and initialled by the Chairman for the purposes of identification be and is hereby approved.”


Company Secretary