

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

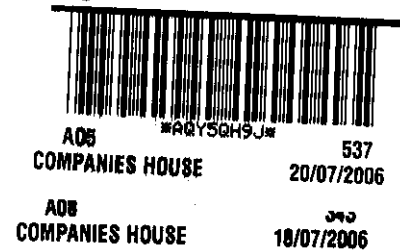
of

**HADLEY INDUSTRIES HOLDINGS LIMITED**

("Company")

In accordance with section 381A of the Companies Act 1985, we **resolve** that:

1. pursuant to section 43 of the Companies Act 1985 the Company be re-registered as a public company by the new name of Hadley Industries Plc;
  2. the memorandum of association be amended by:
    - 2.1 deleting clauses 1 and 5;
    - 2.2 inserting new clauses 1, 2, 4.2 and 6 as follows:
      - "1. The Company's name is Hadley Industries Plc.
      2. The Company is to be a public company.
      - 4.2 To carry on the business of a holding company and, for that purpose, to acquire and hold, either in the name of the Company or in that of any nominee, shares, stocks, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any company wherever incorporated or carrying on business, and whether a subsidiary company of or under the control of the Company or otherwise including (but without being limited to) companies carrying on any of the businesses referred to in clause 4 and to control, co-ordinate, finance and manage the business, activities and affairs of the same and to exercise and enforce all rights conferred by or incidental to the ownership of any such shares, stock, obligations or other securities, and to acquire and hold debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority (supreme, dependent, municipal, local or otherwise) in any part of the world.
    6. The Company's share capital is £50,000 divided into 50,000 shares of £1.00 each."
  - 2.3 renumbering all other clauses from 2 onwards accordingly and renumbering all existing sub-clauses after the new 4.2 accordingly.
3. the regulations contained in the printed document in the form attached (initialed by a director for identification purposes) be and are hereby adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.



Signed by, or by duly authorised representatives on behalf of, all the members of the Company who as at the date of these resolutions would be entitled to attend and vote at a general meeting of the Company had the resolutions been put to such a meeting.

Signed: Stewart Ronald Towe

Stewart Ronald Towe

Dated: 11 July 2006

Signed: G. A. Towe

Gillian Ann Towe

Dated: 11 July 2006