

The Companies Act 1985  
**COMPANY LIMITED BY SHARES**

**SPECIAL RESOLUTION**

of

**PARK'S OF HAMILTON (HOLDINGS) LTD**

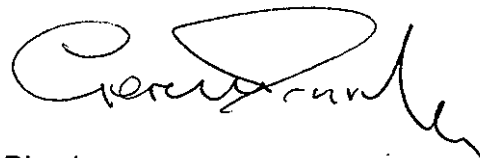
**Passed 25 March 1997**

At an EXTRAORDINARY GENERAL MEETING of the above Company, duly convened and held at 20 Bothwell Road, Hamilton on the twenty fifth day of March Nineteen hundred and ninety seven the subjoined Special Resolution was duly passed, viz:-

**RESOLUTION**

THAT

- 1) The authorised share capital of the Company be increased from £10,000,000 to £15,000,000 by the creation of 5,000,000 new ordinary shares of £1 each ranking pari passu in respects with the ordinary shares in the capital of the Company in issue on the date of passing of this resolution.
- 2) With effect from the time of passing of this resolution the directors be unconditionally authorised, pursuant to Section 80 of the Companies Act 1985, to allot relevant securities (as defined in that Act) up to a maximum amount of £5,000,000 at any time thereafter pursuant to any offer or agreement made by the Company before the expiry of this authority.



Director.

