

YORKHILL FAMILY HOUSE LIMITED  
(Incorporated No.155050)



At an Extraordinary General Meeting of YORKHILL FAMILY HOUSE LIMITED held on 28 September, 2000 the following resolution was duly passed as a Special Resolution:-

THAT the Articles of Association be and are hereby altered as follows:

- (i) Article 2 by the deletion of the word "two" in line two and replacement with the word "four" and by the deletion of the word "fifteen" in line three and replacement with the word "ten".
- (ii) Article 11 by the deletion of the words "two members or one tenth of the membership whichever is the greater" in sentence two and replacement with the words "three or more members".
- (iii) The deletion of Articles 25, 26 and 27 in their entirety and replacement by the following:

"25 an instrument appointing a proxy shall be in such form as the Committee may from time to time determine. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll".
- (iv) Article 31 by renumbering as Article 29 and by deletion of the word 'thirteen' in line three and replacement with the word "eight";
- (v) Article 31 (now Article 29) by the deletion of the second sentence thereof and replacement by the following:

"The Committee shall consist of a minimum of four members and a maximum of ten";
- (vi) Article 32 by renumbering as Article 30 and by deletion of the Article in its entirety and replacement by the following:

"30.1 At every Annual General Meeting one third of the Committee Members who are subject to retirement by rotation, or if their number is not three, or a multiple of three, the number nearest to one-third shall retire from office; but, if there is only one Committee Member who is subject to retirement by rotation, he shall retire

30.2 Notwithstanding the terms of Article 30.1 each Committee Member shall be obliged to retire at the third Annual General Meeting after his or her appointment or re-appointment as a Committee Member"
- (vii) Article 34 by the renumbering of the existing Article 34 as 32.1. The addition of the words "subject to the terms of Article 32.2 and " between the words "shall", and "if willing to act" and by the addition of the following Article 32.2:

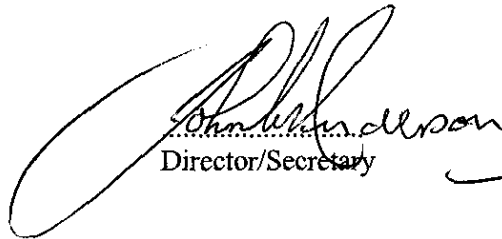
"32.2 Reappointment to the Committee in terms of Article 32.1 shall be permitted for one further three year term of office only and at the next meeting when a Committee Member who has been reappointed in terms of Article 32.1 is due to retire by rotation that Committee Member shall retire for a minimum period of 12 months"

- (viii) Article 59 by renumbering as Article 56 and by the deletion of the word "first" where it appears in the second line and replacement with the word "second";
- (ix) Article 61 by renumbering as Article 58 and by the deletion of the word "first" where it appears in the first line and replacement with the word "second" and to delete the number "24" where it appears in the second line and replacement with the number "48";
- (x) Article 62 by renumbering as Article 59 and by adding the following to the end of the paragraph:

"For the avoidance of doubt, this includes any liability sustained or incurred:

  - (a) in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted; or
  - (b) in connection with any application under Section 144(3) or (4) (acquisition of shares by innocent nominee) or Section 727 (general power to grant relief in case of honest and reasonable conduct) of the Act in which relief is granted to him by the court"

and renumbering the Articles accordingly and any other consequential amendments that follow therefrom.

  
Director/Secretary