

25-01-96

Number of Company 160821

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

MM&S (2289) LIMITED

Castlerock Capital Management Ltd

Passed 21 November 1995

At an Extraordinary General Meeting of the above named Company, duly convened, and held at 151 St. Vincent Street, Glasgow, G2 5NJ on the Twenty first day of November 1995 the subjoined Special Resolution was duly passed, viz:-

"That the objects of the Company as contained in Clause 3 of its Memorandum of Association be altered by deleting the existing paragraph (i) of the said Clause 3, by substituting therefor paragraph (i) set out in the Schedule produced to the Meeting and signed for the purpose of identification by the Chairman thereof."

M. J. M. J. S. P.
Secretaries

MMSI/15062/1



/FJM/123/NON

Schedule

.....*MA R L*.....

Chairman

3. The Objects for which the Company is established are:-

- (i) (a) To carry on the business of managing, holding, dealing in and advising upon shares, stocks, bonds, debentures and other instruments of indebtedness, investments and securities of whatsoever nature and form for investment trusts, unit trusts, open-ended investment companies, financial, commercial and industrial companies, property companies, charitable trusts, corporations, pension funds, trades unions, private individuals and any other persons and to exercise all rights, powers and privileges of ownership thereof.
- (b) To carry on any other business whatsoever similar to the main business of the Company, as specified in sub-clause (a) hereof, or which can be advantageously or conveniently carried on by the Company by way of extension of or in connection with any such main business as aforesaid, or is calculated directly or indirectly to develop any branch of the business of the Company or to increase the value of or render more profitable any of the assets, properties or rights of the Company.
- (c) To carry out the objects of the Company as principals, agents, trustees or otherwise, either alone or in conjunction with others, and likewise to do all such other things as

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are incidental or may be thought conducive to the attainment of the objects of the Company, and in particular and without prejudice to this generality, in aid of and for the purposes of the Company.