

Number of Company: 760309

COMPANIES ACTS 1985 to 1989
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS
of
MIDD ENGINEERING (COVENTRY) LIMITED

PASSED
28th November 1994

AT AN EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at Lowick Gate, Siskin Drive, Coventry, on the 28th day of November 1994, the following Resolutions were passed as Special Resolutions:-

SPECIAL RESOLUTIONS

1. That the Memorandum of Association of the Company be altered by adding immediately after paragraph (x) of Clause 3 the following additional paragraph as paragraph (y):-
 - "(y) Notwithstanding the generality of paragraphs (h) and (i) above to guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property, assets, rights and revenues (present and future) and uncalled capital of the Company, or by both such methods or by any other means whatever, the performance of the liabilities and obligations of and the repayment or payment of any monies whatever by any person, firm or company, including (but not limited to):-
 - (i) any liabilities and obligations whatever of, and the repayment or payment of any monies whatever by, any company which is for the time being or is likely to become the Company's holding company or a subsidiary of the Company or another subsidiary of the Company's holding company or otherwise associated with the Company in business; and



(ii) any liabilities and obligations incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company which is for the time being the Company's holding company in so far as the giving of any such guarantee or other support or security is not prohibited by law; and

(iii) the repayment of payment of the principal amounts of, and premiums, interest and dividends on, any borrowings and securities."

2. That the Company approves pursuant to Section 320 Companies Act 1985 the purchase by the Company of a one-sixth share and interest in the freehold premises known as Exhall Works, Blackhorse Road, Exhall, Warwickshire and registered at HM Land Registry under Title Number WK262264 from Deeming Taylor (Industrial & Commercial) Limited at a price of £126,667.00.

Signature.....

Chairman