

No. of Company: 29468

THE COMPANIES ACT 1985

SPECIAL RESOLUTION

OF

STEAD & SIMPSON PLC

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Passed this 1st day of February 1989

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At an Extraordinary General Meeting of all the Members of the above named Company, duly convened and held on the 1st day of February 1989 the following resolution was passed, by all the Members entitled to vote, as a Special Resolution:

THAT:-

- (A) the Memorandum of Association of the Company be altered by the deletion of the words "plc" and the substitution of the word "Limited" in Clause 1.
- (B) the Memorandum of Association of the Company be altered by the deletion of Clause 2 and the renumbering of the subsequent paragraphs;
- (C) the Articles of Association of the Company be and are hereby altered by the adoption of the document marked "A", and signed for identification by the Chairman of the meeting, as the new Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company;
- (D) the Company be re-registered as a private limited company.

PPSG

Chairman

