

Company No: 267083

The Companies Act 1929

and

The Companies Act 1985

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

passed as a

WRITTEN RESOLUTION

of

HUSBANDS AND SONS LIMITED

Passed pursuant to Section 381A of the Companies Act 1985

WE, the undersigned, being or representing all the members of the Company who at the date of this Resolution are entitled to attend and vote at general meetings of the Company, **HEREBY RESOLVE** as follows:

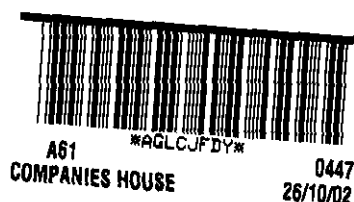
RESOLUTION

That with effect from the passing of this resolution the provisions of the Articles of Association of the Company are altered:-

- (a) by deleting the existing article 8;
- (b) by deleting the existing articles 9 to 18 (inclusive) and inserting a new article 9 in substitution therefor as follows:

“9 Subject to article 9(b) the directors may, in their absolute discretion and without giving any reason, refuse to register the transfer of a share to any person, whether or not it is a fully-paid share or a share on which the Company has a lien.

- 9 (b) Notwithstanding anything contained in these articles, the directors shall not decline to register any transfer of shares where such transfer is executed by or



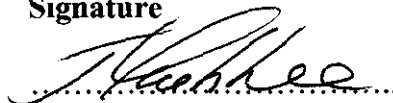
in favour of any bank or institution to whom such shares have been charged or mortgaged (or by or in favour of any nominee of such bank or institution) nor may the directors suspend registration of any member which is a bank or institution (or nominee thereof) to whom such shares have been charged or mortgaged. A certificate by any official of such bank or institution that the relevant shares are charged or mortgaged shall be conclusive evidence of that fact.”; and

- (c) by renumbering the Articles of Association to reflect the alterations contained in paragraphs (a) and (b) above.

Name of shareholder

The Jessop Group Limited

Signature



duly authorised for and on
behalf of The Jessop Group
Limited

Date of Signature

23 October 2002