

Robinson

Company No. 711612

The Companies Acts 1985

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
(copy)

A.C. BACON ENGINEERING LIMITED

Passed: 18 March 1994

At an Extraordinary General Meeting of the above-named Company duly convened and held at the Registered Office on the above-mentioned date the resolution set out below was passed as a **SPECIAL RESOLUTION**, viz :-

RESOLUTION

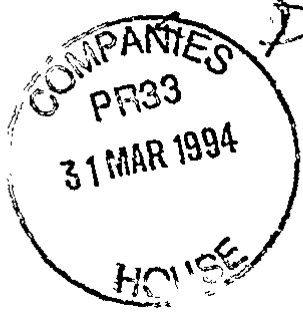
That the Articles of Association of the Company be amended as follows -

- (a) By deleting Article 27(C) and inserting a new Article 27(C) -
27(C) The directors shall not be required to have a share qualification.
- (b) By adding the following new Article 45 -

PURCHASE OF OWN SHARES

- "45. Subject to the provisions of Part V of the Companies Act 1985 the Company shall have the power :-
 - a) pursuant to Sections 159 and 160 of that Act to issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the Shareholder on such terms and in such manner as shall be provided by the Articles of Association of the Company.
 - b) pursuant to Section 162 of that Act to purchase its own shares (including redeemable shares).
 - c) pursuant to Section 170, 171 and 172 of that Act to make a payment out of capital in respect of any such redemption or purchase.

The provisions of this Regulation shall override and apply to the exclusion of any conflicting provision contained in the Articles of Association of the Company."



DJ Bacon

DJ Bacon
Secretary