

**THE COMPANIES ACT 1929  
AND  
THE COMPANIES ACTS 1985 to 1989**

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**PUBLIC COMPANY LIMITED BY SHARES**

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**SPECIAL RESOLUTION  
of  
GREATCOAT PLC**

**Passed on 26 October 2005**

At an extraordinary general meeting of the Company duly convened and held on 26 October 2005 at BDO Stoy Hayward LLP, 6th Floor, 1 City Square, Leeds, West Yorkshire LS1 2DP, the following resolution was duly proposed and passed as a special resolution:

**SPECIAL RESOLUTION**

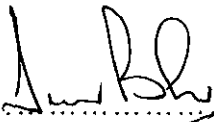
That the Company, being a public limited company, be re-registered under section 53 of the Companies Act 1985 (as amended) as a private company limited by shares and accordingly:

1. that the memorandum of association, with respect to its objects, be altered in accordance with the printed document produced to this meeting and for the purpose of identification signed by the chairman thereof, with effect from the date of re-registration of the Company as a private company; and
2. that the articles of association produced to this meeting and for the purpose of identification signed by the chairman thereof, be and are hereby adopted as the articles



of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company with effect from the date of re-registration of the Company as a private company.

Presented by:

  
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Chairman of the meeting

Dated:

19 November 2005