

Registered No. 340727

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-of-

TAYLOR CLARK LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held on 26th October, 1989 the following resolution was duly passed as a Special Resolution:-

RESOLUTION

THAT the Company be re-registered as a public company pursuant to Section 43 of the Companies Act 1985 and in connection therewith that:-

- (1) the name of the Company be changed to "Taylor Clark plc";
- (2) the Memorandum of Association of the Company be altered by adding a new Clause 3 after Clause 2 as set out below and renumbering the succeeding Clauses accordingly:-
 - "3. The Company is to be a public company";
and
- (3) the Articles of Association of the Company be amended as follows:-
 - (a) Article 1 be deleted and the following inserted in its place:
 - "1. Neither the regulations contained in Table A in the First Schedule to the Companies Act 1948 nor those contained in

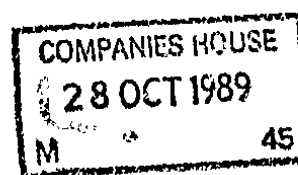


Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 shall apply to the Company.";

- (b) in Article 2 the definition of "The Acts" is amended to read "the Companies Act 1985 including any statutory modification or re-enactment thereof";
- (c) Article 3 be deleted completely and subsequent Articles 4-11 be renumbered 3-10 accordingly;
- (d) Article 4 be amended by deleting the first sentence and inserting in its place the following:

"The Share Capital of the Company at the date of the latest amendment to these Articles is £2,500,000 divided into 2,500,000 shares of £1 each.";
- (e) a new Article 11 be added which shall read:

"The Company may, in accordance with the Acts, purchase its own shares.";
- (f) Article 74 be deleted completely and subsequent Articles 75-81 be renumbered 74 to 80 accordingly;
- (g) a new Article 81 be added which shall read as follows:

"81. A resolution in writing signed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.";
- (h) Article 103 be amended by inserting a new paragraph (D) immediately following paragraph (C) which shall read as follows:

"An alternate Director duly appointed pursuant to Article 100 shall be counted towards the quorum at any meeting of the Directors as if his appointor were present.";

(i) Article 105 be amended by deleting the words "nor shall he be counted for the purpose of any resolution regarding the same in the quorum present at the meeting" and inserting the words "although he may be counted for the purpose of any resolution regarding the same in the quorum present at the Meeting";

(j) Article 109 be re-numbered 109(A) and a new Article 109(B) be added immediately thereafter which shall read as follows:-

"Any director may participate in a meeting of the directors by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting, and any person deemed so present shall for the purpose of that meeting count towards the quorum where he would normally have been so counted"; and

(k) Article 125 be amended by deleting that part of the Article commencing with the words "PROVIDED ALWAYS" and ending with the words "treated as capital".

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Chairman