

16-04-92

Company No. 340727:

THE COMPANIES ACTS 1985 AND 1989

PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

TAYLOR CLARK plc

At an Extraordinary General Meeting of the Company duly convened and held at 32 Haymarket, London SW1 on 30th March 1992 the Resolution below was duly passed as a Special Resolution:-

THAT the Articles of Association of the Company be amended as follows:-

- (a) Article 39 is deleted and the following new Article 39 is substituted in its place:-

"39 (A) Subject to Article 44 hereof any member may transfer all or any of his shares in the Company to:-

(1) any of such member's spouse, parents, grandparents, brothers, or sisters, or any child, grandchild or other issue of such member or of any of his brothers or sisters;

(2) the trustees of any trust solely for the benefit of such member and/or any of his relations referred to in paragraph (1) above, provided the terms of such trust would not permit any exercise of the voting rights conferred by the shares transferred or the power to dispose of the same to be subject to the consent of any person other than the trustees or such a beneficiary; or

(3) any other member.

(B) Any person wishing to transfer any share in the capital of the Company other than as described in paragraph (A) of this Article shall notify the Secretary of the Company of the number of shares which he wishes to transfer and the denoting number thereof (if any), and the Secretary shall send a copy of such notice to each member of the Company within fourteen days of receipt thereof.";

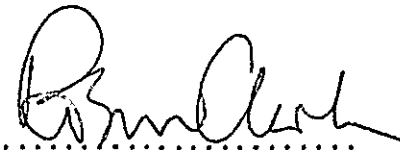
- (b) in Article 40 the references to Article 39 are amended to read "Article 39(B); and

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- (c) the first sentence of Article 77 is deleted and the following is substituted in its place:-

"77 An instrument appointing a proxy must be left at such place or one of such places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting (or if no place is so specified, at the Transfer Office) not less than forty-eight hours before the time appointed for the holding of the meeting or adjourned meeting, or for the taking of the poll at which it is to be used, or be delivered at the relevant meeting or adjourned meeting to the Chairman of the Meeting".

and for the avoidance of doubt the validity of any vote cast at this or any other meeting pursuant to a proxy delivered in accordance with Article 77 as so amended be and is hereby confirmed.


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Chairman