

No 1071506

The Companies Act 1985

COMPANY LIMITED BY SHARES

Special Resolution

of

ESDALE LIMITED

Passed, 9th June 1997,
=====



AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at Thomas Street Bradford Road Batley on the 9th day of June 1997 the subjoined SPECIAL RESOLUTION duly passed, viz:-


RESOLUTIONS

1. That the Articles of Association of the Company be amended by the addition thereto of the following new regulations:-

"OWN SHARE PURCHASE

21 Subject to the provisions of the Companies Acts 1985 and 1989, the Company may purchase its own shares (including any redeemable preference shares) and, if at the time the Company is a private company, may make a payment in respect of any such purchase otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares".

2. That the terms of the proposed contract, whereby the Company may become entitled and obliged to purchase from Mr Jeffrey Clough one thousand two hundred and fifty (1250) of its own Ordinary Shares of £1 each, and of which a copy is attached to this Notice, be and are hereby approved and any director of the Company be and is hereby authorised to enter into such contract on behalf of the Company and to fulfil all obligations of the Company thereunder

Signature..... 
.....
COMPANY SECRETARY
.....