



A 2(d)

Company N^o 3188850

THE COMPANIES ACTS 1948 to 1983
AND THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

FINSTOP LIMITED

Passed the *27* day of *September* 1996

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at *Eversheds Solicitors, 110th Mill Court, Leeds* on the *27* day of *September* 1996 the following Resolutions were duly passed as Special Resolutions of the Company :-

SPECIAL RESOLUTIONS

1. That:-

- (1) the authorised share capital of the Company be hereby increased from £100 divided into 100 ordinary shares of £1.00 to £375,000 divided into 150,000 ordinary shares of £1.00 and 225,000 "A" ordinary shares of £1.00 by the creation of:-
 - (a) 149,900 ordinary shares of £1.00 ranking pari passu in all respects with the existing ordinary shares of £1.00 in the Company; and
 - (b) 225,000 "A" ordinary shares of £1.00

each having the rights set out in the articles of association of the Company to be adopted below.

- (2) for the purposes of Section 80 of the Companies Act 1985 the Directors be and are hereby generally and unconditionally authorised to allot relevant securities (as defined by that Section) up to a maximum nominal value of £375,000 Provided that this authority shall expire five years after the passing of this Resolution.
- (3) the Directors (being generally authorised by paragraph (2) of this Resolution for the purposes of section 80 of the Companies Act 1985) be and they are hereby

unconditionally empowered pursuant to Section 95 of the Companies Act 1985 to allot or agree to allot 149,998 Ordinary Shares of £1.00 each and 225,000 "A" Ordinary Shares of £1.00 each in the capital of the Company and that the provisions of Sections 89 and 90 of the Companies Act 1985 shall not apply to any such allotment or agreement to allot Provided that this authorisation shall expire five years after the passing of this Resolution.

2. That the Memorandum of Association of the Company be amended at clause 3 thereof by :-

(1) adopting the following new sub-clause (a)(i) commencing:-

"3. The objects for which the Company is established are:-

- (a) (i) To carry on the business of a commercial and industrial holding company and to incorporate or acquire in any manner the shares or capital of or any interest in any other company or firm whether a subsidiary or otherwise the acquisition of and interest wherein may appear to be beneficial to the interests of the Company and in particular but without prejudice to the generality of the foregoing to acquire the shares or capital of or any interest in any company or firm carrying on any of the businesses specified in sub-clause (ii) of this clause; to co-ordinate and manage through the holding of the shares and interests of the Company in its subsidiary and other companies and the firms and businesses in which it is interested, the businesses, activities and affairs of such companies and firms or any of them; to finance and aid any such companies or firms by loans, guarantees, advances, credits or otherwise; to invest the moneys of the Company in or otherwise to acquire and hold for investment shares, stocks, debentures, debenture stock, securities and investments of all kinds issued or guaranteed by any company, corporation, governmental or other authority, trust, firm or persons constituted or carrying on business in any part of the world and to acquire by purchase or otherwise for any estate or interest and to hold for investment real and personal property of every description or kind; to act as trustees of any deeds constituting or securing any debentures, debenture stock or other securities or obligations; to undertake and execute any other trusts, to enter into assist or participate in financial transactions, undertakings and businesses of every description and to carry on, develop and extend the same,

or sell, dispose of or otherwise turn the same to account and generally to carry out all the functions of a commercial and industrial holding company but so that nothing herein contained shall permit or authorise the Company to traffic in investments or to deal in or dispose of the same save in connection with the carrying on of its business of holding commercial and industrial investments and securities and co-ordinating the affairs of various companies and firms in which the Company is interested.";

(2) amending line one of the existing sub-clause (a) so that it commences :-

"(a) (ii) To carry on all or any";

(3) deleting the existing sub-clause (i) thereof and substituting therefor the following new sub-clause (i) :-

"(i) Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee or indemnity and so as to be an independent object of the Company to guarantee the performance of the obligations of others including the payment of capital or principal together with any premium of and any dividends or interest on or other payment in respect of loans, credits, stocks, shares, or securities or other obligations of any nature whatsoever and without limiting the generality of the foregoing obligations for the repayment of money and/or discharge of liabilities both present and future, actual or contingent and insofar as the same is not prohibited by law, obligations and liabilities incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company which is for the time being the Company's holding company as defined by Section 736 of the Companies Act 1985 due, owing or incurred to bankers or any other person of any company, firm or person, and in particular, (but not by way of limitation) of the Company's holding company or any company which is contemplated to become the Company's holding company or a subsidiary, as defined by Section 736 of the Companies Act 1985 of the Company or of the Company's holding company, or otherwise associated with the Company in business or of any company, firm or person which the Directors of the Company shall think appropriate and to give security whether by way of mortgages, charges, liens or otherwise upon all or any of the property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others.";

(4) adopting the following new sub-clause (r) :-

"(r) To purchase and maintain for any officer of the Company, or the auditors of the Company for the time being, insurance against any liability which by virtue of any rule of law would otherwise attach to him or them in respect of any negligence, default, breach of duty or breach of trust of which he or they may be guilty in relation to the Company."; and

(5) re-lettering the existing sub-clauses (r) to (s) as (s) to (t).

3. That the regulations contained in the printed document put before the Meeting and for the purpose of identification signed by the Chairman thereof be approved and adopted as the Articles of Association of the Company in substitution for and to the complete exclusion Of all the existing Articles of Association of the Company.



Chairman