

Companies Number: 2660256

**THE COMPANIES ACTS 1985 AND 1989**

**PRIVATE COMPANY**

**LIMITED BY SHARES**

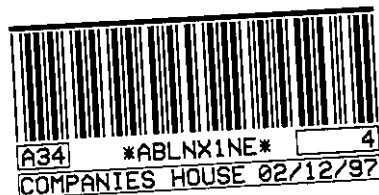
**SPECIAL RESOLUTION  
OF  
ASTORHOLD LIMITED**

At an Extraordinary General Meeting of the above named Company duly convened and held at Cresta Court Hotel, Altrincham on Thursday, 20<sup>th</sup> November 1997 the following Resolution was duly passed as a Special Resolution.

**SPECIAL RESOLUTION**

**THAT** the Articles of Association of the Company be amended by the adoption of a new Article 8(E) namely:

“Notwithstanding but without prejudice to the provisions of Article 8(D), in the event that any B Member at any time ceases for any reason (including death or incapacity) to be employed by or engaged to provide services to the Company or any of its subsidiaries and the person is a B Member at the date of cessation or becomes a B Member at any time after the date of cessation in pursuance of a right or interest obtained as such an employee or director, such a person shall not be entitled to the benefit of any of the rights afforded to B Members conferred by this Article 8 and accordingly any offer made pursuant to Article 8(B) shall not be made to such person and such person’s shareholding shall be disregarded in determining any pro rata allocation. All other provisions of Article 8 shall be construed subject to this Article 8(E)”.



A handwritten signature in black ink is written over a horizontal dotted line.

Chairman of the Meeting