

Company Number 1364104

TAYLORS OF SUTTON SCOTNEY LIMITED

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS

- of -

TAYLORS OF SUTTON SCOTNEY LIMITED

At an Extraordinary General Meeting of the above named Company duly convened and held on 29th July 1994 the following resolutions were passed as to Resolutions 1 and 2 as Special Resolutions of the Company and as to Resolution 3 as an Ordinary Resolution of the Company.

SPECIAL RESOLUTIONS

1. That the company's articles of association be altered by the addition of the following new article:

Subject to the provisions of Part V of the Companies Act 1985 the company may:

- (a) pursuant to S159 of that Act issue shares which are to be redeemed or



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are liable to be redeemed at the option of the company or the shareholder on such terms and in such manner as shall be provided by the articles of the company;

- (b) pursuant to S162 of that Act purchase its own shares (including any redeemable shares);
- (c) pursuant to S171 of that Act make a payment out of capital in respect of the redemption or purchase.

Clauses 3 and 10 in Table A shall not apply to the Company.

2. That:-

2.1 the proposed contract (a copy of which has been available for inspection by members of the Company at the registered office of the Company for not less than 15 days ending with the date of this Meeting and which has been available at this Meeting and which for identification purposes has been signed by the Chairman thereof), whereby the Company agreed with J Sloggett, being the registered holder of 22,500 fully paid Ordinary Shares of £1 each of the company, for the purchase by the Company in cash out of the distributable profits of the Company of 22,500 shares at the price set out in the Share Sale Agreement between J Sloggett and the Company be and the same is hereby approved for all purposes, including, without limitation, for the purposes of Part V of the Companies Act 1985.

2.2 B Taylor whom failing any other director of the Company be and is hereby authorised to sign and exchange the proposed contracts on behalf of the Company and to sign any further documentation necessary to



complete the purchase by the Company of the said 22,500 shares under the proposed contract.

ORDINARY RESOLUTION

3. THAT the arrangements set forth in the proposed contracts specified in the Special Resolution numbered 2.1 above be approved for all purposes, including, without limitation, for the purposes of Section 320 of the Companies Act 1985, notwithstanding that B W Taylor, J Sloggett or any other persons connected with them (within the meaning of the said Section 320 have an interest therein.



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Chairman

TAYLORS OF AUSTON CCL