

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

TOPEK (B.U.R.) LIMITED

passed on 30th July 1984

At an Extraordinary General Meeting of the Members of Topek (B.U.R.) Limited duly convened and held at 9 Tollpark Road, Wardpark East, Cumbernauld on 30th July, 1984 the following resolutions were passed as Special Resolutions of the Company, namely:

RESOLVED that the Memorandum of Association of the Company be altered with respect to the objects of the Company as follows, namely, by deleting sub-clauses (a), (m) and (x) of Clause 3 thereof and by substituting for said sub-clauses (a) and (m) the following, namely;

for sub-clause (a):

- "(a)(i) To promote, establish, acquire, develop, and carry on for profit, directly or indirectly, whether by itself or through subsidiary, associated or allied companies or firms in the United Kingdom or elsewhere in all or any of its branches the business of roofing installation and all trades, processes and activities connected therewith or ancillary or complementary thereto.
- (ii) To promote the interests of Topek Roofing Limited, Topek (Waterproofing) Limited and any other company which is for the time being the subsidiary, holding company or subsidiary of any holding company of the Company in any manner whatever, and in particular by paying or discharging the liabilities thereof or giving any undertaking to do so, by giving any indemnity or guarantee in respect of such liabilities and by giving any security or charge for any such indemnity or guarantee or for the payment of money or performance of obligations by any such company as aforesaid, either with or without consideration and whether or not any benefit flows to the Company other than the promotion of such interests as aforesaid, to the intent that the promotion of the interests of any such company as aforesaid shall be an object and not a power of the Company."

and for sub-clause (m) thereof:

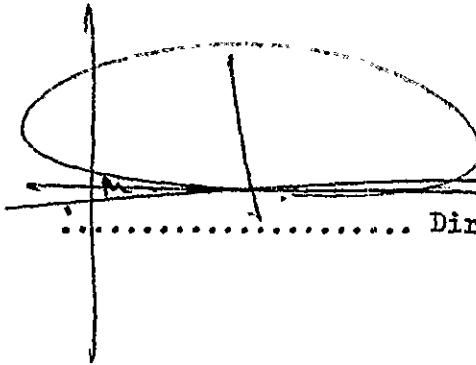
- "(m) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world and to control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies."

and/

7 AUG 1984

and FURTHER RESOLVED that the Articles of Association of the Company be amended by adding at the end thereof the following additional Article, namely:

- "4. The Company may purchase its own shares in accordance with the provisions of Part III of the Companies Act 1981 or any amendment or re-enactment thereof for the time being in force. The Company may make payment in respect of the purchase of any of its own shares either out of distributable profits of the Company or the proceeds of a fresh issue of shares; or the Company may in terms of Sections 54 to 58 of said Act or of any amendment or re-enactment thereof for the time being in force make payment in respect of the purchase of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares."



..... Director