

30-04-97

The Companies Act 1985
Company Limited by Shares

Special Resolution

THE RANK ORGANISATION Plc

Company Number

324504

At an Extraordinary General Meeting of the Members of the above-named Company, duly convened and held at 6 Connaught Place, London, W2 2EZ on Monday 21st April 1997 the following Resolutions were duly passed viz:-

SPECIAL RESOLUTIONS

1. "That pursuant to the provisions of Section 53 of the Companies Act 1985, the Company be re-registered as a private company limited by shares under the name THE RANK ORGANISATION LIMITED and the Memorandum and Articles of Association of the Company be and the same are hereby altered in accordance with the resolutions below."
2. "That the provisions of the Memorandum of Association set forth in the printed document attached to this resolution, and for the purposes of identification marked "M", be approved and that, with effect from the date of re-registration of the Company as a private limited company, the Memorandum of Association of the Company be altered in accordance with the said printed document."
3. That the articles of association of the company be altered by substituting for the existing article 1 the following new article 1 with effect from the date of re-registration of the Company as a private limited company:-
 - "1.(A) The regulations in Table A as in force at the date of the incorporation of the Company shall not apply to the Company;
 - 1.(B) The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public."

Signed



Secretary

Position

NOTE To be filed within 15 day of the passing of the special resolution

