

No. 389061. / 140



THE COMPANIES ACT 1948.



COMPANY LIMITED BY SHARES.

Special Resolution OF FORTE'S (HOLDINGS) LIMITED

(Passed 6th July, 1964.)

At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened and held at 68, Regent Street, London, W.1, on Monday, 6th July, 1964, the following Resolution was duly passed as a Special Resolution

REGISTERED
10 AUG 1964

RESOLUTION

That the Articles of Association of the Company be altered in manner following:—

(A) Article 5 shall be deleted and the following substituted therefor:—

"5(1) The present capital of the Company is £9,000,000 divided into 1,500,000 7 per cent. Cumulative Preference Shares of £1 each (hereinafter called "the First Preference Shares") 401,500 4½ per cent. Second Cumulative Preference Shares of £1 each (hereinafter called "the 4½ per cent. Second Preference Shares") 1,535,579 7 per cent. Second Cumulative Preference Shares of £1 each (hereinafter called "the 7 per cent. Second Preference Shares") 4,000,000 Ordinary Shares of 5s. each 10,000,000 'A' Ordinary Shares of 5s. each 4,000,000 'B' Ordinary Shares of 5s. each and 1,062,921 Unclassified Shares of £1 each.

(2) The First Preference Shares confer the right to a fixed cumulative preferential dividend at the rate of 7 per cent. per annum on the capital for the time being paid up thereon and on a return of assets in a winding-up or reduction of capital to payment of whichever of the two under-mentioned sums shall be the greater, namely:—

(a) the capital paid up thereon; or

(b) a sum equal to the average of the daily middle market quotations of the First Preference Shares on The Stock Exchange, London, during the six months immediately prior to the date of the commencement of the winding-up or, in the case of a voluntary winding-up or of a reduction of capital, the date of the notice convening the meeting to pass the resolution for winding-up or reduction of capital and so that such sum shall be certified as soon as possible after the relevant date by the Auditors of the Company and such certificate shall be final and binding on all parties interested and such Auditors shall so certify on such basis and in such manner as they shall in their absolute discretion determine but having regard as far as possible to any official list issued under the authority of The Stock Exchange, London,

together in either case with all arrears or deficiency of the said fixed dividend thereon calculated down to the date of such payment less, in the case of a return of capital other than in a winding-up, a sum equal to income tax thereon at the standard rate for the time being in force and to be payable whether such dividend has been earned or declared or not all in priority to all other shares in the capital of the Company Provided that in the event of the repayment on a reduction of capital of part only of the capital paid up on the First Preference Shares the proportionate part only of the greater of the two above-mentioned sums shall be payable. The First Preference Shares do not confer any further or other right to participate in profits or assets.

(3) Subject to the rights of the holders of the First Preference Shares the 4½ per cent. Second Preference Shares and the 7 per cent. Second Preference Shares shall carry the right to fixed cumulative preferential dividends at the rates of 4½ per cent. and 7 per cent. per annum respectively on the capital for the time being paid up or credited as paid up thereon ranking *pari passu* and in priority to the payment of any dividend on any other class of shares in the capital of the Company (other than the First Preference Shares) and subject also to the liberty hereinafter expressly reserved to the Company to issue further Preference Shares ranking *pari passu* with the 4½ per cent. Second Preference Shares and 7 per cent. Second Preference Shares and on a return of assets in a winding-up or reduction of capital to payment *pari passu* of whichever of the two under-mentioned sums shall be the greater namely:—

(i) the capital paid up or credited as paid up thereon together with a premium of 1s. per share or

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- (ii) a sum equal to the average of the daily middle market quotations of the 4½ per cent. Second Preference Shares and the 7 per cent. Second Preference Shares respectively on The Stock Exchange, London, during the six months immediately prior to the date of the commencement of the winding-up or, in the case of a voluntary winding-up or of a reduction of capital, the date of the notice convening the meeting to pass the resolution for winding-up or reduction of capital and so that such sum shall be certified as soon as possible after the relevant date by the Auditors of the Company and such certificate shall be final and binding on all parties interested and such Auditors shall so certify on such basis and in such manner as they shall in their absolute discretion determine but having regard as far as possible to any official list issued under the authority of The Stock Exchange, London,

together in either case with all arrears or deficiency of the fixed dividend thereon calculated down to the date of such payment less in the case of a return of capital other than in a winding-up, a sum equal to income tax thereon at the standard rate for the time being in force and to be payable irrespective of whether such dividend has been earned or declared or not all *pari passu* and in priority (other than the First Preference Shares and subject to the rights attaching to any further Preference Shares ranking *pari passu* with the 4½ per cent. Second Preference Shares and the 7 per cent. Second Preference Shares which may be issued under the liberty in that behalf referred to below) to all other shares in the capital of the Company Provided that in the event of the repayment on a reduction of capital of part only of the capital paid up or credited as paid up on the 4½ per cent. Second Preference Shares and the 7 per cent. Second Preference Shares the proportionate part only of the greater of the two above-mentioned sums shall be payable. The 4½ per cent. Second Preference Shares and the 7 per cent. Second Preference Shares do not confer any further or other right to participate in profits or assets.

(4) Subject to the rights of the First Preference Shares the 4½ per cent. Second Preference Shares the 7 per cent. Second Preference Shares and the rights of any further Preference Shares issued under the liberty reserved to the Company in paragraphs (6) and (7) of this Article, the Ordinary Shares and the 'A' Ordinary Shares and the 'B' Ordinary Shares treated as one class carry the right to the profits of the Company determined to be distributed by way of dividend and to the surplus assets of the Company provided however that the 'B' Ordinary Shares do not entitle the holders thereof to participate in any such distributions which may be made in respect of any financial year or other period of the Company ending on or before 30th January, 1966.

(5) The Company shall not issue any Preference Shares ranking in any respect in priority to or *pari passu* with the First Preference Shares or otherwise in priority to the 4½ per cent. Second Preference Shares and the 7 per cent. Second Preference Shares.

(6) The Company shall be entitled from time to time to issue further Preference Shares ranking *pari passu* with the 4½ per cent. Second Preference Shares and the 7 per cent. Second Preference Shares but so that except as hereinafter provided the aggregate amount for the time being paid up on the First Preference Shares the 4½ per cent. Second Preference Shares the 7 per cent. Second Preference Shares and any further Preference Shares issued or proposed to be issued shall not exceed £5,000,000.

(7) Provided however that the Company shall be entitled from time to time to issue further Preference Shares ranking *pari passu* with the 4½ per cent. Second Preference Shares and the 7 per cent. Second Preference Shares in excess of the before mentioned limit if at the time of such issue the Auditors of the Company certify that:—

(a) the aggregate nominal amount of all the First Preference Shares the 4½ per cent. Second Preference Shares and 7 per cent. Second Preference Shares for the time being outstanding and of all further Preference Shares issued or proposed to be issued under the liberty herein reserved to the Company will not exceed three-quarters of the amount paid up on the issued share capital of the Company ranking as to payment of dividend and repayment of capital after and subject to the First Preference Shares the 4½ per cent. Second Preference Shares the 7 per cent. Second Preference Shares and of all further Preference Shares issued or proposed to be issued as aforesaid, and

(b) the average annual consolidated profit (as hereinafter defined) is more than five times the amount of one year's interest (before deduction of income tax) on all outstanding debentures (as defined by the Act) of the Company and its United Kingdom subsidiaries together with one year's dividend (before deduction of income tax) on all of the outstanding Preference Shares ranking in priority to or *pari passu* with the 4½ per cent. Second Preference Shares and 7 per cent. Second Preference Shares and further Preference Shares issued pursuant to the liberty hereinbefore mentioned and the further Preference Shares proposed to be so issued.

"Average annual consolidated profit" means at any material time a sum equal to the annual average (based on a 52 week year) of the consolidated profits less losses of the Company and its subsidiaries (so far as attributable to the Company) for the three years preceding the date to which consolidated accounts were last made up as shown by the audited consolidated accounts covering or including that period such profits or losses to be arrived at after charging all expenses but before charging United Kingdom taxation and after making such adjustments as the Auditors may consider appropriate including in particular but without prejudice to the generality of the foregoing any adjustments in respect of any shares or other securities or any business or undertaking or part thereof acquired or to be acquired in exchange for or out of the proceeds of the proposed issue and any adjustments considered appropriate (a) in respect of any subsidiary in which the Company has not had the same interest throughout the whole of the said period from the commencement of the aforesaid three years or (b) to take account of the fact that any financial year or other period of any subsidiary may not coincide with the financial year or other period of the Company in the years on which such annual average is calculated.

Every certificate given by such Auditors for the purposes of this clause shall be conclusive and binding for all purposes on the Company the shareholders of the Company and all other persons.

(8) Except that the rate of dividend on each of such further Preference Shares may be such rate as shall be fixed by the terms of issue thereof and that each of such further Preference Shares may be repayable in a winding up or reduction of capital either at par or at such premium (if any) as shall be fixed by the terms of issue thereof all such further Preference Shares shall rank as to dividend and capital *pari passu* with the $4\frac{1}{2}$ per cent. Second Preference Shares and the 7 per cent. Second Preference Shares.

(9) Except as aforesaid the Company shall not so long as any of the $4\frac{1}{2}$ per cent. Second Preference Shares and the 7 per cent. Second Preference Shares or any further Preference Shares issued under the liberty hereby reserved to the Company remain outstanding be at liberty to issue any shares ranking as to dividend or capital in priority to or *pari passu* therewith save with the prior consent or sanction of the holders of the $4\frac{1}{2}$ per cent. Second Preference Shares and the 7 per cent. Second Preference Shares and such further Preference Shares (if any) given in accordance with the provisions of these Articles.

(10) The Company and the Directors shall exercise all voting and other rights or powers of control exercisable by the Company in relation to its subsidiaries so as to secure (so far as by such exercise they can secure) that no such subsidiary while it remains a subsidiary of the Company shall at any time issue (except to the Company or to another subsidiary) any shares ranking in priority to the equity shares of such subsidiary without the prior consent or sanction of the holders of the First Preference Shares the $4\frac{1}{2}$ per cent. Second Preference Shares the 7 per cent. Second Preference Shares and such further Preference Shares ranking *pari passu* therewith (if any) given in accordance with Article 10 nor without such prior consent or sanction shall any shares of any such subsidiary (while it remains a subsidiary of the Company) ranking in priority to the equity shares of such subsidiary be transferred by the Company or by any subsidiary except to another subsidiary or to the Company.

(11) Subject to the restrictions imposed by this Article and without prejudice to any special rights for the time being conferred on the holders of any shares or class of shares (which special rights shall not be varied or abrogated except with such consent or sanction as is provided by Article 10) any of the Unclassified Shares may be issued with such preferred deferred or other special rights or such restrictions, whether in regard to dividend, return of capital, voting or otherwise as the Directors may from time to time determine.

(B) Article 37 shall be deleted.

(C) Article 76 shall be deleted and the following substituted therefor:—

"76. Subject to any special rights or restrictions as to voting for the time being attached to any shares on a show of hands at any General Meeting every member personally present is entitled to one vote only and on a poll every member is entitled to (a) one vote for every £1 in nominal amount of the Preference Shares of any class of which he is the holder (b) ten votes for every 5s. in nominal amount of Ordinary Shares of which he is the holder (c) one vote for every 5s. in nominal amount of 'A' Ordinary Shares of which he is the holder and (d) ten votes for every 5s. in nominal amount of 'B' Ordinary Shares of which he is the holder. Provided that the Preference Shares shall not entitle the holders thereof to receive notice of or to attend or vote at any General Meeting unless:—

- (i) at the date of the notice convening the meeting the dividend on the Preference Share or Shares in question is six months in arrear and so that for this purpose the dividends on the Preference Shares shall be deemed to be payable half-yearly on the 31st day of January and the 31st day of July in every year in respect of the half-years ending on those dates, or
- (ii) the business of the meeting includes a resolution for winding-up or reducing the capital of the Company or for the sale of the whole or the major part of its undertaking or assets or for the alteration of the objects of the Company or for increasing the borrowing powers of the Directors or any resolution varying or abrogating any of the special rights attached to the Preference Share or Shares in question."

(D) The word "fifteen" shall be substituted for the word "ten" in Article 89.

CHARLES FORTE,

Chairman.

NOTE : This Resolution was duly approved, prior to its passing, at Separate General Meetings of the following classes of Shares of the Company: (a) Ordinary, "A" Ordinary and "B" Ordinary Shares; (b) 7 per cent. Cumulative Preference Shares; and (c) Second Cumulative Preference Shares.