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THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

EXTRAORDINARY RESOLUTION

-- of --

CHATTO AND JONATHAN CAPE
LIMITED

42508/2

AT an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at Hale Court, 21 Old Buildings, London W.C.2. at 2.40 p.m. on 1st August 1973 the following Resolutions were duly passed as SPECIAL RESOLUTIONS :-

R E S O L U T I O N S

1. THAT subject to the consent of the Registrar of Companies the name of the Company be changed to "CHATTO, BODLEY HEAD & JONATHAN CAPE LIMITED".
2. THAT all of the existing "A" Ordinary Shares, "B" Ordinary Shares and "C" Ordinary Shares of 10p each of the Company be and the same are hereby converted into one new class of "A" Ordinary Shares of 10p each such shares having the rights and being subject to the restrictions expressed to be attached thereto in the New Articles of Association of the Company hereinafter referred to..
3. THAT with a view to the acquisition of the whole of the issued share capital of Max Reinhardt Limited the share capital of the Company be and is hereby increased from £100,000 to £153,846 by the creation of 538,460 "B" Ordinary Shares of 10p each such shares having the rights and being subject to the restrictions expressed to be attached thereto in the new Articles of Association of the Company hereinafter referred to.

INCREASE



4. THAT the new Articles of Association laid before this Meeting and signed for identification by the Chairman thereof be and they are hereby adopted as the Articles of Association of the Company in lieu and to the exclusion of the existing Articles of Association thereof.

5. THAT the Directors of the Company be and they are hereby authorised to issue the 538,460 "B" Ordinary Shares of 10p each in the capital of the Company to the members of Max Reinhardt Limited in accordance with and in pursuance of an Agreement made on 1st August 1973 between the shareholders of Max Reinhardt Limited of the first part, Mr. Max Reinhardt of the second part, the Company of the third part, the shareholders of the Company of the fourth part and certain Directors of the Company of the fifth part.

J. L. Parsons

Chairman



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 954009

1/22

I hereby certify that

CHATTO AND JONATHAN CAPE LIMITED

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

CHATTO, BODLEY HEAD & JONATHAN CAPE LIMITED

Given under my hand at London the 24th August 1973

N. Taylor

(N. TAYLOR)

Assistant Registrar of Companies