

ROYAL NATIONAL THEATRE ENTERPRISES LIMITED
(company number 1247285)

WRITTEN SPECIAL RESOLUTION

THE ROYAL NATIONAL THEATRE, as sole shareholder of the Company, **HEREBY RESOLVES THAT:**

The Company's Articles of Association be amended so as to insert the following additional Article 21A

"Where a conflict situation (as defined below) has arisen or is likely to arise, the affected member of the Board shall notify the Chairman of the Board of such conflict and shall indicate to the Chairman whether he or she wishes that the independent members (as defined below) of the Board in relation to that conflict situation be asked at the next Board meeting to consider the authorisation of such conflict situation. If the affected member notifies the Chairman that he or she does so wish, the Chairman shall add the matter to the agenda for the next Board meeting and the independent members shall consider such conflict situation and may, in their discretion, by majority vote, authorise it. Upon any such authorisation the relevant conflict situation shall be deemed to be accepted by the Company on the following conditions

- (1) the affected member must not be present at any Board decision or vote on any matter which would cause to arise, or might cause to arise, an actual conflict of interest deriving from the relevant conflict situation, and
- (2) such conditions (if any) that the independent members determined by majority vote should attach to the relevant authorisation

If the affected member does not wish that the independent directors be asked to consider the conflict situation, he or she must (as required by the Companies Act 2006) take steps to avoid the conflict situation

For the purposes of the above the term "conflict situation" means a situation in which a Board member has or may have direct or indirect interests (such as, without limitation, those deriving from an employment or office with any company) which will or may conflict with the interests of the Company, the term "affected member" in relation any conflict situation means the Board member who has or may have the relevant conflicts of interest, and the term "independent members" in relation to any conflict situation means all the members of the Board other than the affected member "

SIGNED BY
FOR AND ON BEHALF OF THE ROYAL NATIONAL THEATRE

DATED 19th July 2010

THURSDAY



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COMPANIES HOUSE