

Company No 01488786

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

RESOLUTIONS IN WRITING

of

SADLER'S WELLS TRUST LIMITED,
(the "Company")

We, being eligible members representing not less than 75 per cent of the total voting rights of eligible members who at the circulation date of these resolutions would have been entitled to vote on the resolutions, RESOLVE, in accordance with Chapter 2, Part 13 of the Companies Act 2006, to pass the following resolutions which have been proposed as special resolutions

SPECIAL RESOLUTIONS

- (a) THAT articles 51 and 52 of the articles of association of the Company in the form attached to these written resolutions (the "Articles") ("Articles 51 and 52") be disapplied only to the extent necessary to permit David Bell to be eligible for re-election as a director of the board of the Company for a maximum period of one year after expiration of his Term (as defined in the Articles) such one year period to end on 24 July 2015
- (b) THAT Articles 51 and 52 be in force and govern past, present or future appointments, re-elections and resignations of any director of the Company in any other circumstances than the one described in Resolution (a) above

FRIDAY



A33 13/06/2014 #45
COMPANIES HOUSE

SIGNATURE.

Sir David Bell

DATE

SIGNATURE

R. J. Bennett

Rab Bennetts

DATE

4/6/14

SIGNATURE

Sue Butcher

Sue Butcher

DATE

4/6/14

SIGNATURE

Marco Compagnoni

Marco Compagnoni

DATE

4/6/14

SIGNATURE

Robert Glick

Robert Glick

DATE

4/6/14

SIGNATURE

Carol Lake

Carol Lake

DATE

4/6/14

SIGNATURE

Harry MacAuslan

Harry MacAuslan

DATE

4/6/14

SIGNATURE

Robin Saunders

Robin Saunders

DATE

4/6/14

SIGNATURE


Sandra Ulrich

DATE

. 7.6.14 .

SIGNATURE

. . .

Signed by . . .
A duly authorised representative
for and on behalf of
Sadler's Wells Fondation Limited

DATE

. . .

NOTES:

- 1 The circulation date of these resolutions is 28 May 2014. These resolutions have been sent to eligible members who would have been entitled to vote on the resolutions on this date. Only such eligible members (or persons duly authorised on their behalf) should sign these resolutions.
- 2 An eligible member can signify his or her agreement to the resolutions by signing the resolutions and by either delivering a copy of the signed resolutions to Amanda Joy by hand or by sending a copy of the signed resolutions by e mail to Amanda Joy Amanda.Joy@sadlerswells.com
- 3 These resolutions must be passed by 24 June 2014. If these resolutions are not passed by such date they will lapse. The agreement of a member to these resolutions is ineffective if signified after this date.
- 4 A copy of these resolutions have been sent to the auditors.