

NOTICE OF SPECIAL RESOLUTION

Number of Company: 1711502

**THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION**

(Pursuant to s.378(2) of the companies Act 1985)

of

The Southampton Nuffield Theatre Trust Limited

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Passed
on 1st November 2000

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By a written resolution of members dated 1st November 2000 the following **RESOLUTION** was passed as a Special Resolution:-

That:-

"the company's articles of association be altered as follows:-

1. By adding at the end of Article 30 the words "subject to Article 40"
2. By deleting the last sentence of Article 40 and by adding three new Articles which shall be numbered 40.1, 40.2 and 40.3 as follows:-

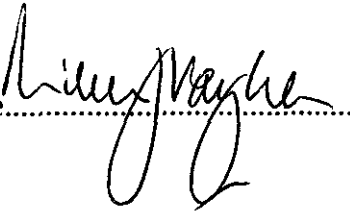
"40.1 Subject to Article 40.2 a retiring Board Member shall be eligible for re-election for a period of 5 years ("the First Period") immediately following the date of his appointment. The expiry of the First Period a Board Member shall be eligible fore re-election for a further period of 5 years ("the Second Period");

40.2 In exceptional circumstances on the expiry of the Second Period any remaining Board Member may propose a resolution that such a retiring Board Member continue in his office for a further period of up to two years where it is desirable in the interest of the Trust to retain his special knowledge or skills for some particular project. Such a



resolution may only be passed by a unanimous vote of all continuing Board Members. Following such further period a Board Member shall be deemed to have retired. A Board Member who retires in accordance with Article 40.1 or 40.2 shall not be eligible for re-election until the period of two years from such retirement has passed.

40.3 the provisions of this Article 40 shall not apply to Board Members and their representatives who are such by virtue of being Appointed members."

Signature.....

To be signed by the Chairman,
or the Secretary
of the Company.