

## NOTICE OF SPECIAL RESOLUTION

Number of Company:

**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

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By a written resolution of the members dated 30 day of SEPTEMBER 2004 the following **RESOLUTION** was passed as a Special Resolution:-

That:-

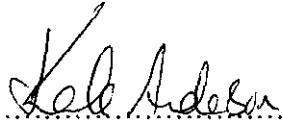
"the Company's Articles of Association be altered as follows:-

1. In Article 6(b) the words "each represented by two persons appointed for the purpose" shall be deleted and replaced with the words "represented by two persons appointed for the purpose in the case of the City Council and one person appointed each by the County Council and the University for the purpose".
2. Article 40 as amended by Special Resolution dated 1 November 2000 shall be further amended by deleting articles 40.1 and 40.2 and replacing them with the following wording:-

"40.1 A retiring Board Member shall be eligible for re-election for a period of three years immediately following the date of appointment. At the expiry of such period of three years a Board Member shall be eligible for re-election for a further period of three years and at the expiry of such second period of three years shall not be eligible for re-election until a period of two years has passed".



3. In Article 48 the words "and may determine for what period either of them is to hold that position" shall be deleted and replaced with the words "who shall serve for a maximum period of three years respectively from the date of such appointment but thereafter may continue as a Board Member subject to the provisions of Article 40.1"

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