

Company Number 1720715

**Company Limited by Shares
Special Resolution
of
The Brighton Marina Company Limited**

At an extraordinary general meeting of the Company duly convened and held at Senator House 85 Queen Victoria Street London on 30 July 1996 the following resolutions were duly passed as special resolutions

Special Resolutions

1. That the Company's memorandum of association be and is hereby amended by the insertion of new paragraph (z) to be added to clause 3 of the memorandum of association namely:-

"(z) To the extent that the same is permitted by law to give financial assistance for the purpose of the acquisition of shares in the Company and/or for the purpose of reducing or discharging a liability incurred for the purpose of any such acquisition and to give such assistance by any means howsoever permitted by law"
2. That in connection with the acquisition of the entire issued share capital of the Company by Brunswick Developments Group PLC ("the Acquisition") the Company be and is hereby authorised to give financial assistance to Brunswick Developments Group PLC for the purpose of the Acquisition by:-
 - 2.1 entering into a debenture in favour of Anglo Irish Bank Corporation PLC in order to secure amounts being loaned to the Company by Anglo Irish Bank Corporation PLC.
 - 2.2 entering into a mortgage deed in favour of Artesian Challenger PLC and Artesian Competitor PLC in order to secure amounts being loaned to Brunswick Developments Group PLC.
 - 2.3 entering into an agreement for underlease with Barratt Homes Limited and Barratt Developments PLC.
 - 2.4 repaying inter-company indebtedness owed to The Brent Walker Group PLC and its subsidiaries
 - 2.5 repaying indebtedness owed to Standard Chartered Bank



- 2.6 making a payment of £600,000 to Brent Walker Limited in consideration for the surrender of its interest under an underlease dated 27 September 1987

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Chairman

A handwritten signature in black ink, appearing to read 'H. G. Roberts', is written over a horizontal dotted line.