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Company No: 1999169

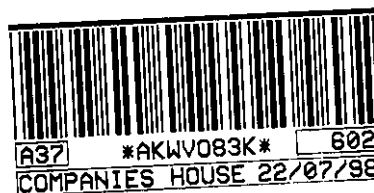
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THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTIONS
of
WINCHESTER TRUST LIMITED
(Passed on 9 June 1998)

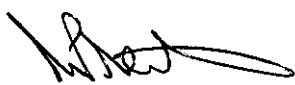
At an extraordinary general meeting of the Company duly convened and held on 9 June 1998 at TRICORN HOUSE HAXLEY ROAD BIRMINGHAM the following special resolutions of the Company were duly passed:

SPECIAL RESOLUTIONS

1. **THAT** the Company re-register as a public company under the name "TRICORN GROUP plc";
2. **THAT** the memorandum of association of the Company be amended as follows:
 - 2.1 by deleting the existing clause 1 and substituting the following as clauses 1 and 2:
 - "1. The Company's name is "TRICORN GROUP plc".
 2. The Company is to be a public company."
 - 2.2 by deleting the existing clause 3(U).
 - 2.3 by deleting the existing clause 5 and substituting the following as clause 6:
 - "6. The Company's share capital is £2,500,000 divided into 25,000,000 ordinary shares of 10p each."



- 2.4 by renumbering the existing clauses 2, 3(A) to (T) and 4 as clauses 3, 4(A) to (T), and 5 respectively and renumbering the existing clauses as 3(V) to (Y) as clauses 4(U) to (X); and
3. **THAT** the regulations contained in the printed document annexed hereto and for the purpose of identification signed by the Chairman of the extraordinary general meeting of the Company be approved and adopted as the articles of association of the Company in substitution for and to the complete exclusion of all the existing articles of association of the Company.



.....
Chairman