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SPECIAL RESOLUTION

THAT the Articles of Association of the Company be amended as follows:

- (a) By deleting from Article 1 the words:
 - (i) "the 'Board of Trustees' means the Board of Trustees as provided in the Articles"; and
 - (ii) "the 'Orchestra Manager' means the Orchestra Manager as provided in the Articles"; and
 - (ii) "'Trustees' means the Trustees of the Company as provided in the Articles"; and

inserting the words "the 'Chief Executive' means the Chief Executive as provided in the Articles"; and

- (b) By substituting "Members" for "members" in Article 5; and
- (c) By substituting "twelve" for "ten" in the first sentence of Article 34(1) and adding the words "including the Chief Executive" to the end of that sentence; and
- (d) By deleting the cross-reference made to Article 38(1) in Article 34(3) and substituting a cross-reference to Article 34(1); and
- (e) By inserting at the end of the second sentence of Article 34(4) the words "and in any event for a maximum of three years, after which he shall stand down. On standing down as Chairman of the Board he may put himself forward immediately for re-election by the Board, save that no Chairman may be re-elected more than twice."; and
- (f) By inserting a new Article 34(5) as follows:

"The Directors may appoint a Chief Executive, who shall be employed on such terms and conditions as the Board may think fit. For the avoidance of doubt, such Chief Executive if appointed to the Board shall cease to be a Director on termination of his office." and renumbering the rest of Article 34 accordingly; and
- (g) By substituting "Chief Executive" for "Orchestra Manager" in Article 35(2); and
- (h) By deleting Article 35(2) and (3) and substituting therefor a new Article 35(2) as follows:

Principal guest conductors:
Frans Brüggen
Sir Simon Rattle CBE

Associate Orchestra at the
South Bank Centre

"At the first AGM following the adoption of this Article 35(2) and at every subsequent AGM, all the Directors other than the Chief Executive (if appointed to the Board) and any other ex officio member of the Board shall retire from office, save that no Director shall be required to retire before he has completed three years in office since his last appointment or reappointment.";

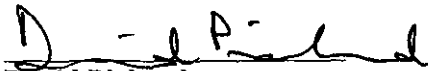
and a new Article 35(3) as follows:

"Every Director who is to retire in accordance with Article 35(3) shall be subject to an informal appraisal to be conducted by the other Directors and managed by the Chairman in accordance with such Byelaws as the Board in its discretion thinks fit. Such appraisal shall take place and the result be communicated to the Director in question and the other members of the Board at least 21 clear days before the AGM at which he will retire."; and

- (i) By deleting from the first sentence of Article 35(6) the words "within twenty-one days before the meeting" and inserting at the end of that sentence "at least twenty-one clear days before the meeting"; and
- (j) By deleting the cross-reference to Article 44A in Article 40A(d) and substituting a cross- reference to Article 40A; and
- (k) By deleting the cross-reference made to Article 59 in Article 41 and substituting a cross-reference to Article 55; and
- (l) By deleting the whole of Article 52 and renumbering the remainder of the Articles accordingly.

Dated this 5th day of July 2000 and approved at the Orchestra's Annual General Meeting on 26th July 2000.

By Order of the Board


David Pickard
Company Secretary