

(Third EGM)

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTIONS

of

**DEVONPORT ROYAL DOCKYARD LIMITED**

Passed 13 March 1997

At an Extraordinary General Meeting of the above-named Company, duly convened, and held on 13 March 1997, the following Resolutions were passed as Special Resolutions:

SPECIAL RESOLUTIONS

- 1 THAT the Memorandum of Association of the Company be altered by:
  - (a) deleting Clause 3 and substituting therefor a new Clause 3 in the form set out in the printed document produced to the Meeting marked "A" and for the purposes of identification signed by the Chairman thereof; and
  - (b) deleting Clause 5 and substituting therefor:

"5. The share capital of the Company is £5,350,002 divided into 5,350,001 Ordinary Shares of £1 each and one Special Share of £1."
- 2 THAT the regulations contained in the printed document produced to the Meeting marked "B" and for the purposes of identification signed by the Chairman thereof be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association thereof.

  
.....  
Chairman

