

Company No. 2155571

THE COMPANIES ACTS 1985 AND 1989

PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

AUKETT ASSOCIATES PLC

Passed on 4 March 1997

At an Extraordinary General Meeting of the Company duly convened and held at 2 Great Eastern Wharf, Parkgate Road, London SW11 4TT on 4 March 1997 the following resolutions were duly passed as Special Resolutions:

SPECIAL RESOLUTIONS

1. THAT:

- (a) the Memorandum of Association of the Company be and is hereby amended by the deletion of existing Clause 4 and the substitution therefor of the new Clause 4 produced in draft form to the meeting and for the purpose of identification initialled by the Chairman thereof; and
- (b) the regulations contained in the printed document produced in draft form to the meeting and for the purpose of identification initialled by the Chairman thereof be and are hereby adopted as the new Articles of Association of the Company in substitution for and to the exclusion of its existing Articles of Association.



2. THAT:

- (a) the capital of the Company be reduced by cancelling and extinguishing all of the deferred shares of 4p; and
- (b) the amount standing to the credit of the Share Premium Account of the Company be and the same is hereby reduced by the sum of £877,000.



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Secretary