

Company Number: 2194800



THE COMPANIES ACT 1985

SPECIAL RESOLUTION

of

THE PRE-RETIREMENT ASSOCIATION OF GREAT BRITAIN AND  
NORTHERN IRELAND

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PASSED on 31st March 1995

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AT AN EXTRAORDINARY GENERAL MEETING of the above-named Company  
duly convened and held at 299 Oxford Street, London W1 on 31st March 1995 the  
following resolution was duly passed as a Special Resolution:

RESOLUTION

THAT:

- (a) Notwithstanding the provisions of the existing Articles of Association each of the following persons being members of the Council (whether elected or ex-officio) shall cease to hold such membership with effect from the passing of this resolution but shall be eligible to be appointed by election (to take place immediately following the passing of all the resolutions set out in this notice) to the Board of Trustees to be established by the new Articles of Association referred to in resolution 1(f).

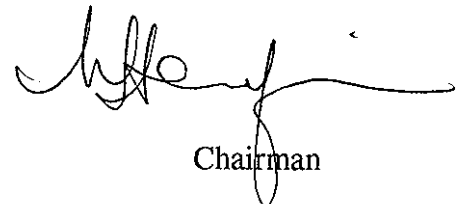
M H Oldfield, Mrs D C Bushby, Dr F J Glendenning, D G Hancock JP, N J Bonham, F T Brent, W H Bull, G B Fawcett, H D Gilbert, A Gunn, W Harbert, Dr J D Harte, S G Hoey, Prof. D E James, Prof. P Jarvis, D J Jones, Mrs A J Mathews, P J Morgan, Ms S A Mills, D J Pasterfield, Lord F Raglan JP, M H Williams, R H Wilson.

- (b) Persons elected as aforesaid to the Board of Trustees:

- (i) who were already members of the Council shall retire at the Annual General Meeting on which they would have retired pursuant to the existing Articles of Association and accordingly service by them on the Council during the period since their last election and the date of their election at this Extraordinary General Meeting shall count as part of their service for the purpose of Article 12(c) of the new Articles of Association;

A handwritten signature in dark ink, appearing to be 'H. Jones', is located at the bottom right of the page.

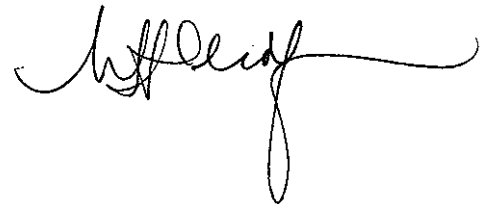
- (ii) who were not already members of the Council shall retire at the Annual General Meeting to be held in 1998 and accordingly service by them during the period from the date of their election at this Extraordinary General Meeting to the date of the 1995 Annual General Meeting shall not be counted as part of their service for the purpose of Article 12(c) of the new Articles of Association.
- (c) Any person who prior to the passing of this resolution was Chairman of the Council and who would otherwise have completed at the 1995 Annual General Meeting the maximum period of office permitted to be held as provided in Article 11.2 of the existing Articles of Association shall be eligible for re-election and, if so elected, shall hold office until the date of the 1996 Annual General Meeting when he shall resign but he shall be eligible to be re-elected for one further year thereafter.
- (d) In the case of any other person elected Chairman of the Council at this Extraordinary General Meeting the period between the date of such election and the date of the 1995 Annual General Meeting shall not be counted as part of that person's service as Chairman for the purpose of Article 11(b) of the new Articles of Association.
- (e) The existing Articles of Association be relaxed or modified to such extent as may be necessary to give effect to the above resolutions.
- (f) The new Memorandum and Articles of Association, in the form of the draft produced to and initialled by the Chairman for the purpose of identification, be adopted in place of the existing Memorandum and Articles of Association.

  
Chairman

**Note**

All nominations for positions on the Board of Trustees, as Chairman, Vice Chairman or members, must be proposed and seconded by members of the PRA or recommended by the PRA Council and these proposals must be in the hands of the General Secretary not later than 12.00 pm on the 24th March 1995.

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A handwritten signature in cursive script, likely belonging to a member of the PRA Council or the General Secretary, positioned in the lower right area of the page.