

The Companies Acts 1985 to 1989

Company limited by shares

Resolution

- of -

RSC ENTERPRISE LIMITED (the Company)

We, the undersigned, being all the Company's members for the time being entitled to receive notice of and attend and vote at general meetings of the Company pass the following resolution in accordance with regulation 53 of Table A of the Companies Act 1985 (which forms part of the Company's articles of association) and agree that such written resolution shall be for all purposes as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held:

SPECIAL RESOLUTION

That the existing articles of association of the Company be amended by inserting a new article 13 which reads as follows:

"Appointment and removal of directors

A member or members holding a majority in nominal value of the issued ordinary shares for the time being in the company may appoint any person or persons as director or directors, either as an addition to the existing directors or to fill any vacancy, and remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a company signed by one of the directors or members of the Board of the company on its behalf and may consist of several documents in like form and shall take effect upon lodgement at the office of the company."

Signature

Vikki Heywood

Executive Director and

Member of the Board

For and on behalf of

THE ROYAL SHAKESPEARE COMPANY

19/1/07
Date

MONDAY



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A03

29/01/2007

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COMPANIES HOUSE