

Company No. 2464159

M. Fallows  
K. M. G. G. G.  
Paul J. G. G.  
Rhian D. G.  
R. J. G.

THE COMPANIES ACT 1985-89  
COMPANY LIMITED BY SHARES  
ORDINARY AND SPECIAL RESOLUTIONS

-of-

INVICTA LEISURE LIMITED

("Company")

Passed on 12<sup>th</sup> December 1997

At an extraordinary general meeting of the Ordinary Shareholders of the Company held on the above date, the following resolutions were passed as ordinary and special resolutions of the Company as specified:

ORDINARY RESOLUTIONS

- 1 to increase the Company's authorised share capital from £10,735,001 to £12,615,001 by:
  - (a) the creation of 1,780,000 Preference Shares of £1 each ranking pari passu in all respects with the Company's existing Preference Shares; and
  - (b) the creation of 100,000 Ordinary Shares of £1 each ranking pari passu in all respects with the Company's existing Ordinary Shares.
- 2 to authorize the directors generally and unconditionally to execute all the powers of the Company to allot and issue Preference Shares up to an aggregate amount of £4,050,000.



### SPECIAL RESOLUTIONS

- 1 that the articles of association of the Company be altered by the adoption of the revised Articles of Association produced to the meeting, and for the purposes of identification only initialled by the Chairman, in substitution for, and the exclusion of the Company's existing articles of association.
- 2 that, subject to the passing of ordinary resolution numbered 1, the directors be, and they are hereby, empowered pursuant to section 95 Companies Act 1985 (in this resolution referred to as the "Act") to allot equity securities (as defined for the purposes of sections 89-96 (inclusive) of the Act), credited as fully paid, pursuant to the general authority conferred on them for the purposes of section 80 of the Act as if section 89(1) of the Act did not apply to any such allotment.

  
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CHAIRMAN

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CHAIRMAN

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THE COMPANIES ACT 1985-89  
COMPANY LIMITED BY SHARES  
ORDINARY AND SPECIAL RESOLUTIONS

-of-

INVICTA LEISURE LIMITED

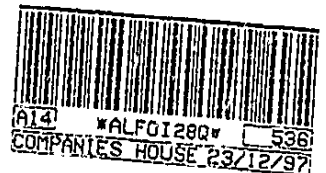
("Company")

Passed on 12<sup>th</sup> Decem<sup>r</sup>, 1997

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