

**MINUTES OF AN EXTRAORDINARY GENERAL MEETING OF DIRECTORS
OF ROVER GROUP TRUSTEES LIMITED HELD AT STUDLEY CASTLE,
WARWICKSHIRE, ON TUESDAY 23 MAY 2000 AT 12.00 P.M.**

PRESENT: MRS AMB YOUNGSON (CHAIRMAN)
MR P ANDERSON
MR W CARSON
MR JL CATNEY
MR NP CHALK
MR P CHANTRY
MR ME HAYES
MR C JOHN VON FREYEND
MR T JORDAN
MS J A MITCHELL
MR RS NEVILLE
MR PL PHIPPS
MR G POYNTER
MR PW READ
MR S RHODES
MR R W TURNER
MR CJ WOODCOCK

IN ATTENDANCE: MR JW SUCKLING (SECRETARY)

An apology was given on behalf of Mr H J Cloos.

There were present in person 17 Members of the Company

Special Business – Amendment of the Company's Articles of Association

On a Resolution proposed by Mr R S Neville and seconded by Mr J L Catney, it was unanimously Resolved that the Company's Articles of Association be altered as follows:

There shall be added to Article 6(b) at the end thereof the words "provided that he shall not cease to be a Member by virtue of the provisions of this Article for such period not exceeding eighteen months as the Directors may determine that he shall remain a Member".

There being no further business to transact the Chairman closed the meeting.

Certified a true extract from the Minutes


SECRETARY

