

# 10 - 05 - 96

COMPANY NUMBER : 2850597

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

-of-

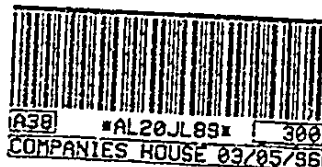
MERCURY TAVERNS PLC

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AT AN EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at *31 Southampton Row, London W1B 5HT* on *25 April* 1996, the following Resolutions were passed as Special Resolutions, viz:

**SPECIAL RESOLUTIONS**

- 1 THAT the authorised share capital of the Company be and it is hereby increased to £11,030,000 by the creation of:-
  - 1.1 500,000 new cumulative convertible participating preferred ordinary shares of £1 each ranking pari passu in all respects with the existing shares of such class in the capital of the Company;
  - 1.2 3,000,000 new cumulative redeemable preference shares of £1 each ranking pari passu in all respects with the existing shares of such class in the capital of the Company.



- 2 THAT the articles of association of the Company be amended by the adoption of new articles of association in the form presented to the meeting and, for the purposes of identification only, initialled by the Chairman.
- 3 THAT the directors of the Company be and they are hereby authorised pursuant to Article 9.2 of the articles of association of the Company to allot shares in the capital of the Company in satisfaction of the Company's obligations pursuant to an agreement dated 17 November 1995 between the Company (1) A R Sanders and Others (2) and NatWest Ventures Investments Limited and Others (3) notwithstanding that such shares are not offered first to existing members of the Company in proportion to their existing holdings of shares.



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CHAIRMAN

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RESOLUTION

-of-

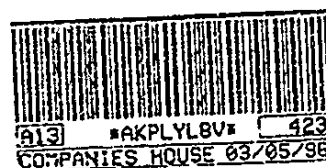
THE HOLDERS OF REDEEMABLE PREFERRED ORDINARY SHARES OF £1 EACH IN  
MERCURY TAVERNS PLC

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AT A CLASS MEETING of the holders of the Redeemable Preferred Ordinary Shares of £1 each in the capital of the above named Company ("the Redeemable Preferred Shareholders") duly convened and held at *148 Edmund Street Birmingham* on *25 April* 1996, the following Resolution was passed pursuant to Article 11.2 of the Articles of Association of the Company, viz:

THAT the Redeemable Preferred Shareholders pursuant to Article 11.1 of the Articles of Association of the Company consent to the passing by the Company at the Extraordinary General Meeting of the Company convened for *25 April* 1996 of the Special Resolutions as set out in the Notice convening that Meeting.

*C. Reynolds*  
CHAIRMAN



# 10 - 05 - 96

COMPANY NUMBER : 2850597

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION

-of-

THE HOLDERS OF ORDINARY SHARES OF £1 EACH IN  
MERCURY TAVERNS PLC

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AT A CLASS MEETING of the holders of the Ordinary Shares of £1 each in the capital of the above named Company ("the Ordinary Shareholders") duly convened and held at *31 Southampton Row London WC1B 5HT* on *25 April* 1996, the following Resolution was passed pursuant to Article 11.2 of the Articles of Association of the Company, viz:

THAT the Ordinary Shareholders pursuant to Article 11.1 of the Articles of Association of the Company consent to the passing by the Company at the Extraordinary General Meeting of the Company convened for *25 April* 1996 of the Special Resolutions as set out in the Notice convening that Meeting.

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CHAIRMAN



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THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
RESOLUTION

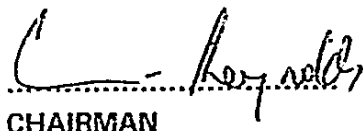
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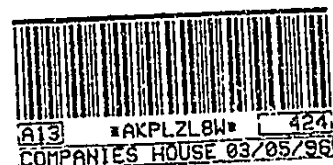
THE HOLDERS OF PREFERRED ORDINARY SHARES OF £1 EACH IN  
MERCURY TAVERNS PLC

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AT A CLASS MEETING of the holders of the Preferred Ordinary Shares of £1 each in the capital of the above named Company ("the Preferred Ordinary Shareholders") duly convened and held at *148 Edmund Street Birmingham* on *25 April* 1996, the following Resolution was passed pursuant to Article 11.2 of the Articles of Association of the Company, viz:

THAT the Preferred Ordinary Shareholders pursuant to Article 11.1 of the Articles of Association of the Company consent to the passing by the Company at the Extraordinary General Meeting of the Company convened for *25 April* 1996 of the Special Resolutions as set out in the Notice convening that Meeting.

  
CHAIRMAN



10 - 05 - 96

COMPANY NUMBER : 2850597

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION

-of-

THE HOLDERS OF PREFERENCE SHARES OF £1 EACH IN  
MERCURY TAVERNS PLC

AT A CLASS MEETING of the holders of the Preference Shares of £1 each in the capital of the above named Company ("the Preference Shareholders") duly convened and held at *148 Edmund Street Birm* on *25 April* 1996, the following Resolution was passed pursuant to Article 11.2 of the Articles of Association of the Company, viz:

THAT the Preference Shareholders pursuant to Article 11.1 of the Articles of Association of the Company consent to the passing by the Company at the Extraordinary General Meeting of the Company convened for *25 April* 1996 of the Special Resolutions as set out in the Notice convening that Meeting.

*C. Reynolds*  
CHAIRMAN

