

Company number: 03004859

THE HERITAGE PUB COMPANY LIMITED

The following Special Resolutions were passed by the Members at an Extraordinary General Meeting held on (date) 12 November 1996
at (place) Wessex Chambers, South Street, Andover, Hampshire.

SPECIAL RESOLUTIONS

1. That the authorised share capital of the Company is hereby increased from £10,000 to £600,000 by the creation of 590,000 shares of £1 each ranking pari passu in all respects with the existing shares in the capital of the Company.

2. (a) That the Company's authorised share capital of £600,000 at present divided into 600,000 shares of £1 each is hereby re-designated as 100,000 Ordinary shares and 500,000 Redeemable Cumulative Preference shares and accordingly the issued shares and 99,998 unissued shares of the Company are hereby redesignated as 100,000 Ordinary shares of £1 each and that the remaining 500,000 unissued shares of the Company are hereby re-designated as 500,000 Redeemable Cumulative Preference shares of £1 each.

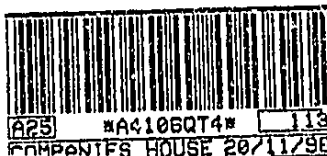
(b) That there shall be attached to the Ordinary shares and the Redeemable Cumulative Preference shares the rights and conditions set out in the Articles of Association of the Company to be adopted pursuant to resolution number 3 below.

3. That the regulations set forth in the printed document attached to this resolution, and for the purpose of identification marked with an "A" are hereby approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, all the existing Articles thereof.

Signed:

(Chairman of the meeting/Director/Secretary)

(†Delete as appropriate)



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