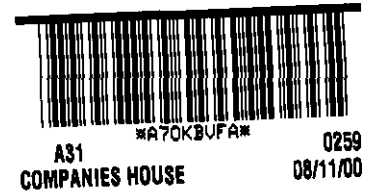


Company No. 3145691



**THE COMPANIES ACT 1985**

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**COMPANY LIMITED BY SHARES**

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**RESOLUTION**

**-of-**

**HAMPTONS GROUP LIMITED**

**(Passed 6 November 2000)**

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At the ANNUAL GENERAL MEETING of the above-named Company, duly convened and held at 7 Lower Sloane Street, London SW1W 8AH on 6<sup>th</sup> November 2000 at 9.00a.m., the following resolution was passed as a Special Resolution:-

**SPECIAL RESOLUTION**

THAT pursuant to section 9 of the Companies Act 1985, the Articles of Association of the Company be amended by replacing the existing article 12.5 with a new article 12.5 as follows:-


**12.5** If the Leaver becomes a Good Leaver after the 3 year period referred to in Article 12.4:-

**12.5.1** in respect of any shares:-

- (a) issued to or acquired by that Leaver on or before 6 November 2000; or
- (b) held by a Major Shareholder, a Related Person of a Major Shareholder or a Family Trust of a Major Shareholder

no transfer notice shall be deemed to have been served under Article 12.3 provided that if at any time after becoming a Good Leaver the Leaver shall be employed by or engaged (whether as principal or agent) in any business considered by the Board to be in competition with any business of the Group, then that Leaver shall be deemed to have served a transfer notice for all the Ordinary Shares referred to in Article 12.3 at their market value on the date upon which such Leaver first becomes employed or engaged in such a competing business;

- 12.5.2** in respect of any shares issued to or acquired by any Leaver (other than a Major Shareholder, a Related Person of a Major Shareholder or a Family Trust of a Major Shareholder) after 6 November 2000 the deemed transfer notice shall be for all the Ordinary Shares issued to or acquired by the Leaver after 6 November 2000 at their market value calculated in accordance with Article 12.12.

  
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**Chairman**