

CO NO: 3170764

**THE COMPANIES ACT 1985**

**PRIVATE COMPANY LIMITED BY SHARES**

**SPECIAL RESOLUTION  
OF  
THE SHELL BAY CAFÉ LIMITED**

At an EXTRAORDINARY GENERAL MEETING of the above-named Company held on 7<sup>th</sup> March 2002 at The Clock House, Frogmoor, High Wycombe, the following resolution was duly passed as a SPECIAL RESOLUTION:-

**RESOLUTION 1**

THAT the Memorandum and Articles of Association of the Company be altered as follows:-

Clause 4 (four) of the Articles of Association be deleted and replaced with the following wording:-

4. The Company's share capital is £160,100 divided into 100 Ordinary Shares of £1 each and £160,000 4% Preference Shares of £1 each. To each class of Share the following rights and restrictions will apply:

As Regards Voting:

The holders of the Preference Shares shall not be entitled to receive notice of, or attend, or vote at any general meeting of the Company.

As Regards Income:

The holders of the Preference Shares shall rank before Ordinary Shares with respect to entitlement to dividends.

As Regards Capital:

The Preference Shares shall rank before Ordinary Shares with respect to entitlement to participate in the distribution of surplus assets on a winding up.

N A Girkins  
Chairman

