

Company No: 3221924

THE COMPANIES ACT 1985

**A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

WRITTEN RESOLUTIONS

of

WALES MILLENNIUM CENTRE

(Passed 29 August 1996)

Pursuant to Regulation 6.13 of the Articles of Association of the Company, the undermentioned Resolutions have been passed as Written Resolutions of the Company (as if passed at a General Meeting duly convened and held) and have been assented to by the Members of the Company listed below, (being all the Members entitled to attend and vote at a General Meeting of the Company).

WRITTEN RESOLUTIONS

1. That the Company's Memorandum and Articles of Association be amended as follows:-

1.1 clause 3.1 of the Company's Memorandum of Association be deleted and replaced with the following:-

"The Company's objects are:-

3.1 to promote, maintain, improve and advance the education and enjoyment of the public both in Wales and elsewhere and in particular by:-

3.1.1 the provision and maintenance of buildings and facilities for the preparation, rehearsal and performance of music, dance, drama and other performing arts and the showing of films; and

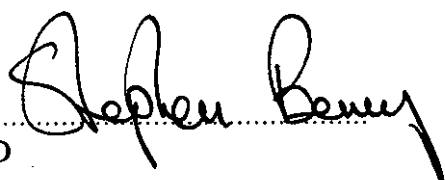


3.1.2 the provision and maintenance of buildings and facilities for the complete illustration of the geology, mineralogy, zoology, botany, ethnography, archaeology, art, history and special industries of Wales."

- 1.2 the existing clause 3.2.1 of the Memorandum of Association be deleted and clauses 3.2.2 to 3.2.21 (inclusive) be renumbered accordingly;
 - 1.3 the references in clauses 3.2.1 and 3.2.2 (previously clauses 3.2.2 and 3.2.3) to "a building" be changed to references to "buildings";
 - 1.4 the words "and provided that also the Company shall not undertake any permanent trading activities in raising funds for the above mentioned charitable objects" in clause 3.2.5 (previously clause 3.2.6) of the Memorandum of Association be deleted;
 - 1.5 in clause 3.2.3 (previously clause 3.2.4) of the Memorandum of Association the words "in the Area" be deleted; and
 - 1.6 clause 3.3.3 of the Memorandum of Association be deleted.
2. That the Company's Articles of Association be amended by the deletion of the existing Article 10.2.

Dated:- 29th August 1996

SIGNED



STEPHEN R BERRY

SIGNED



JOHN P GEORGE