

No. 3266789



**The Companies Act 1985**

**Company Limited by Shares**

**Resolutions**

**of**

**Bass Investments Number 3 Limited**

At an Extraordinary General Meeting of the Company duly convened and held at 20 North Audley Street, London W1Y 1WE on *18 NOVEMBER* 1996 the following Resolutions were duly passed:

**Ordinary Resolutions**

- 1** THAT the capital of the Company be increased from £100 to £70,000,000 by the creation of a further 69,999,900 Ordinary Shares of £1.00 each to rank pari passu in all respects with the existing Ordinary Shares of £1.00 each in the capital of the Company.
- 2** THAT:-
  - 2.1** the Directors be generally and unconditionally authorised pursuant to and in accordance with Sections 80 and 80A of the Companies Act 1985 (as amended) to exercise for an indefinite period all the powers of the Company to allot relevant securities up to the aggregate nominal amount of £69,999,999; and
  - 2.2** words and expressions defined in or for the purposes of the said Section 80 shall bear the same meanings in this resolution.

**Special Resolution**

- 3** THAT the Articles of Association of the Company be and are hereby altered as follows:-
  - 3.1** by deleting the existing Article 3 and substituting therefor the following new Article 3:-

"3 The authorised share capital of the Company as at *18 NOVEMBER* 1996 is £70,000,000 divided into 70,000,000 ordinary shares of £1 each."
  - 3.2** by deleting the following words at the end of the first sentence in sub-clause 5(A): "up to an aggregate nominal amount of £99", and deleting the whole of the second and third sentences of the same sub-clause.

Chairman

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