



EDEN PROJECT LIMITED

(COMPANY NUMBER 3278093)

THE COMPANIES ACTS 1985 AND 1989

At an Extraordinary General Meeting of the above-named Company duly convened and held at Salisbury House, London Wall, London EC2M 5PS on 23 February 2000 at 11am the following Resolution was duly passed as a Special Resolution

SPECIAL RESOLUTION

"THAT the Articles of Association of the Company be altered pursuant to Section 9 of the Companies Act 1985 by redesignating the authorised share capital of the Company of 1,000 Shares as 250 Ordinary Class "A" Shares (including the two shares already in issue) and 750 Ordinary Class "B" Shares the latter carrying the rights and restrictions specified in the provisions of this resolution. New Article 3 shall be inserted and existing Article 3 shall become 4A, as follows:-

3. *The shares of the Company shall consist of Ordinary Class "A" shares and Ordinary Class "B" shares. The holders of any Ordinary Class B shares shall have the right to receive notice of and to attend at any general meeting of the Company but not to vote thereat or to subscribe to any written resolution of the Company.*
- 3A. *The profits of the Company available for dividends and resolved to be distributed in respect of each financial year or other period of the Company up to an amount of one million pounds (£1,000,000) shall be applied in the payment of dividends solely to the holders of the Ordinary Class "A" Shares and the balance (if any) of such profits shall be distributed by way of dividend in the ratio of one pence (1p) per Ordinary Class "B" Share for every ten thousand pounds (£10,000) distributed by way of dividend for each Ordinary Class "A" Share.*
- 3B. *On a return of capital on a winding up or otherwise the surplus assets of the Company remaining after payment of its liabilities shall be applied first in rateable repayment to the holders of the Ordinary Class "A" Shares and the Ordinary Class "B" Shares of the amount paid up on each share held by them. The balance of the assets of the Company shall be distributed between the Ordinary Class "A" Shareholders and the Ordinary Class "B" Shareholders such that the Ordinary Class "B" Shareholders have the right to receive one pence (1p) for every ten thousand pounds (£10,000) distributed to the Ordinary Class "A" Shareholders."*

- 3C. *Ordinary Class "B" Shares may be transferred without being subject to the restriction contained in Article 14 to any other company which is the holding company or a subsidiary of the holding company of the transferring holder (as those terms are defined in the Companies Act 1985 s.736).*

R. J. Langford

Chairman

23.02.00

Date