

No: 3301490

3301940

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

NOTICE OF WRITTEN RESOLUTIONS

of

NATIONAL EXHIBITION CENTRE (DEVELOPMENTS) LIMITED
(the "Company")

The following Special Resolutions were duly passed by the members of the Company on 13 May 1997 as Written Resolutions in accordance with Regulation 53 of Table A:-

SPECIAL RESOLUTIONS

THAT:-

- 1 the share capital of the Company be reorganised by redesignating the two ordinary shares of £1 each presently in issue and all of the unissued ordinary shares of £1 each as 'C' ordinary shares ("C' Shares") each having the rights set out in the new Articles of Association referred to in paragraph 3 of this resolution.
- 2 the share capital of the Company be increased from £100 to £201,000 by the creation of 450 'A' ordinary shares ("A' Shares") of £1 each, 125 'B' ordinary shares ("B' Shares") of £1 each and 325 'C' Shares of £1 each, 100,000 preference shares of £1 each ("Preference

Shares”) and 100,000 deferred shares of £1 each (“Deferred Shares”).

- 3 the regulations signed for identification by Pinsent Curtis be adopted as the Articles of Association of the Company in place of all existing regulations
- 4 the Memorandum of Association of the Company be amended with respect to its objects by deleting from paragraph 3(a) the words “and International Convention Centre and National Indoor Arena”.
- 5 in substitution for any previous authority the Directors be generally and unconditionally authorised in accordance with section 80 Companies Act 1995 to allot and, subject to receipt of applications in writing and payment in full from the allottees, issue shares as set out below:-
 - (I) 450 ‘A’ Shares for cash at par to Birmingham City Council;
 - (ii) 125 ‘B’ Shares for cash at par to Birmingham Chamber of Commerce and Industry;
 - (iii) 423 ‘C’ Shares for cash at par to Emap Business Communications Limited; and
 - (iv) 50,000 Preference Shares of £1 each for cash at par to Emap Business Communications Limited and 50,000 Preference Shares of £1 each for cash at par to Birmingham City Council both allotments being on terms that they be paid up as to 25p per share on issue and as to the balance on a call being made by the Company;
- 6 the Directors be given power in accordance with section 95 Companies Act 1985 to allot the shares referred to in paragraph 5 of the resolution above as if section 89(1) of the Act did not apply to the allotments.
- 7 **THAT** Ian Johnston Findlay, David Randal Metcalfe and Roger Stephen Burman be appointed as additional directors of the Company with immediate effect.

Dated 14 May 1997

Pigott & Co
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Solicitors for and on behalf of

National Exhibition Centre (Developments) Limited