

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTIONS
OF
ROCKFORD GROUP PLC
(the "**Company**")
(Passed 10 July 2007)

At an Extraordinary General Meeting of the Company duly convened and held at Rockford House, Low Lane, Horsforth, Leeds, Yorkshire, LS18 5PU on the 10th day of July 2007 the following Resolutions of the Company were duly passed -

Special resolutions

- 1 **THAT** the Company be re-registered as a private company under the Companies Act 1985 by the name of Rockford Group Limited
- 2 **THAT**, subject to the passing of the first resolution, the memorandum of association of the Company ("**Memorandum**") be amended accordingly as follows
 - i By the deletion of clause 1 and substitution for it
"*The name of the company is Rockford Group Limited*",
 - ii By deleting clause 2,
 - iii By renumbering clauses 3-6 as clauses 2-5 respectively,and that the regulations contained in the Memorandum attached hereto and for the purposes of identification signed by the Chairman be approved and adopted in substitution for and to the exclusion of the existing Memorandum
- 3 **THAT**, subject to the passing of the first resolution, the articles of association of the Company ("**Articles**") be amended to reflect that, on page one, that the name of the company is "*Rockford Group Limited*" and not "*Rockford Group plc*" and that the Articles attached hereto and initialled for the purposes of identification only be and hereby are adopted as the Articles of the Company in substitution for the existing articles of association of the Company



Chairman

