

No 06170361

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

FRIDAY



RC2 06/12/2013 #24
COMPANIES HOUSE
A38 06/12/2013 #355
COMPANIES HOUSE

RESOLUTIONS

Of

ODEON CHELMSFORD HOLDINGS LIMITED (the "Company")

18 November 2013

(the "Circulation Date")

We, the undersigned, being the sole eligible member of the Company (as defined in section 289 of the Companies Act 2006), irrevocably agree to the following resolutions of the Company (resolution 1 as an ordinary resolution and resolutions 2, 3 and 4 as special resolutions), in accordance with Chapter 2 Part 13 of the Companies Act 2006

1 ORDINARY RESOLUTION

THAT the directors of the Company be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "Act"), to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Act) of £1532225 provided that this authority shall expire five years after the Circulation Date (save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or rights to be granted, after such expiry and the directors of the Company may allot shares, or grant rights to subscribe for or to convert any security into shares, in pursuance of any such offer or agreement as if the authority conferred hereby had not expired)

2 SPECIAL RESOLUTION

THAT, subject to the passing of the resolution numbered 1 the directors be given power pursuant to section 570(1) of the Act to allot equity securities (as defined in section 560 of the Act) of the Company pursuant to the authority granted by that resolution as if section 561 of the Act did not apply to any such allotment. This power shall expire on five years save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired

3. SPECIAL RESOLUTION

THAT, subject to the passing of the resolutions numbered 1 and 2 and pursuant to the provisions of paragraph 42(2)(b) of Schedule 2 of the Act (Commencement No 8, Transitional Provisions and Savings) Order 2008, the articles of association of the Company be amended by the deletion of those provisions of the Company's memorandum of association which have been incorporated into the Company's articles of association under section 28 of the Act

No 06170361

4. SPECIAL RESOLUTION

THAT, subject to the passing of the resolutions numbered 1, 2 and 3, the name of the Company be changed from Odeon Chelmsford Holdings Limited to "LMP Chelmsford Holdings Limited" subject to and with effect from, the date on which the new certificate of incorporation of the Company is issued by the registrar (in accordance with section 81(1)) of the Act

Date. 18 November 2013

We further consent to every variation or abrogation of the rights attaching to any class of shares of which we are a holder involved in or proposed to be effected by the passing of the resolutions set out above

A handwritten signature in black ink, consisting of a large, stylized 'O' followed by a horizontal line.

For and on behalf of
ODEON PROPERTY GROUP LLP



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 6170361

The Registrar of Companies for England and Wales hereby certifies that
under the Companies Act 2006:

ODEON CHELMSFORD HOLDINGS LIMITED

a company incorporated as private limited by shares; having its registered
office situated in England/Wales; has changed its name to:

LMP CHELMSFORD HOLDINGS LIMITED

Given at Companies House on **20th December 2013**



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES