

Company number: 08366576

The Companies Act 2006

Company not having a share capital

Special Resolution of

Bristol Dreamers Limited (the "Company")

Circulation Date 7 March 2013

Pursuant to chapter 2 of Part 13 of the Companies Act 2006 the directors of the Company propose that the following resolution is passed as a written special resolution (the **Resolution**)

Special Resolution

- 1 THAT the following be added as Article 27(2) of the Company's Articles of Association

"(2) *The B Shares shall be redeemable at the option of the Company and the Directors shall determine the terms, conditions and manner of such redemption of the B Shares* "
- 2 THAT Article 31 be amended by deleting the words "B Shareholders" and adding the words "A Shareholders" in their place
- 3 THAT existing Article 36 be deleted and replaced with the following

"**36. Transfer of B Shares**

(1) *No B Shareholder shall sell, transfer, pledge, charge or otherwise dispose of any B Shares or any interest in any B Share in the capital of the Company except in so far as his B Shares are redeemed in accordance with Article 27(2)*

(2) *The Directors shall refuse to register any transfer of B Shares except upon redemption in accordance with Article 27(2) or transmission* "

Agreement

Please read the notes at the end of this document before signing to confirm your agreement to the Resolution

The undersigned, a person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution

Signed by **Bristol Old Vic and Theatre Royal
Trust Limited** acting by a director

Name

Date

Laura Marshall

LAURA MARSHALL

7. 11 2013

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WEDNESDAY



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COMPANIES HOUSE

Notes

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company. You can return it to the Company by hand, by post, by fax to 0117 925 2025 (marked for the attention of Laura Chesham) or by email to lcchesham@vww.co.uk

If you do not agree to the Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.

- 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
- 3 Unless within 28 days of the Circulation Date above, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.