

Company No. 281384

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION



pursuant to Section 378 Companies Act 1985

of THE THORNHILL YORKSHIRE ESTATES COMPANY

passed the 27th March 1995

By means of a written resolution dated the 27th March 1995, and signed by all the members of the above-named company entitled to attend and vote at general meetings the following SPECIAL RESOLUTION was passed:

SPECIAL RESOLUTION

THAT Article 47 (7) be amended by deleting the word 'Ordinary'.

THAT Article 50 of the Articles of Association be cancelled and be substituted by the following new Article 50:-

50. A General Meeting shall be held every calendar year, with not more than 15 months between each General Meeting. The time and place of the General Meeting may be determined by the Directors.

THAT Article 51 of the Articles of Association be cancelled and be substituted by the following new Article 51:-

51. The General Meetings referred to in the last preceding Article shall be called Annual General Meetings. The Annual General Meetings can be dispensed with by the unanimous approval of the members of an elective resolution. All other General Meetings shall be called Extraordinary General Meetings.

THAT Article 56 of the Articles of Association be cancelled and substituted by the following new Article 56:-

56. The business of an Annual General Meeting shall be as follows:

- 1) To receive and consider the balance sheet and the reports of the Directors and of the Auditors.
- 2) To elect Directors and where necessary to fix their remuneration.
- 3) To declare dividends.
- 4) To transact any other business which under these Articles ought to be transacted at an Annual General Meeting, and also any business which is brought under consideration by the report of the Directors.

THAT Article 118 be cancelled and be substituted  
by the following new Article 118:-

118. The duties of the Auditors shall be regulated  
by Section 134 of the Act.



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G E P THORNHILL

Presenter:  
MACINTYRE & CO.  
28 ELY PLACE  
LONDON EC1N 6RL