

The Companies Act 1985
 COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
 Royal Opera House, Covent Garden Limited ("the Company")

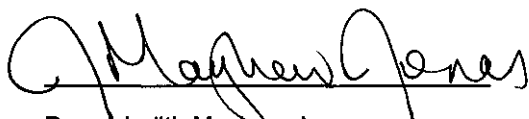
Resolution in Writing of all the Members of the Company passed in accordance
 with Article 20 of the Articles of Association of the Company

PASSED 20 FEBRUARY 2004

It is resolved by the members of the Company pursuant to Article 20 that Article 32 of the Articles of Association of the Company be amended by deleting the current Article 32 and substituting instead the following:

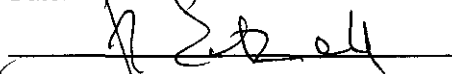
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"The Directors shall, subject to Articles 34 and 38, be appointed for a term of three years or less from the date of their appointment. On the expiry of such terms, they shall retire from office but may be re-appointed for a second term of three years or less by approval of the Directors. On the expiry of such second term they shall retire from office but they may be re-appointed for a further period of two years or less where the Directors consider there are exceptional circumstances. The term of any Director appointed to any executive or general office under Article 38 shall be determined by the Directors at the time of his appointment.



Dame Judith Mayhew-Jonas

Date: 20/02/04



Lord Eatwell

Date: 20/02/04

Sir David Lees

Date: 20/02/04

Sir Stuart Lipton

Date: 20/02/04

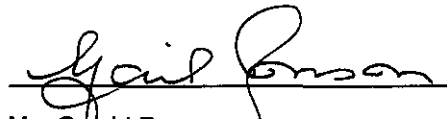
Sir Peter Davis

Date: 20/02/04

Lady Chichester

Date:

20/02/04



Mrs Gerald Ronson

Date: 20/02/04



Marco Compagnoni

Date: 20/02/04

x Bonnie Greer

Date: 20/01/04

Sir Frank Lowe

Date:

20/02/04

Prof Margaret Maden

Date:

20/02/04

Simon Robertson

Date:


20/02/04



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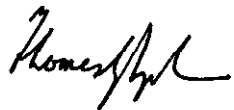
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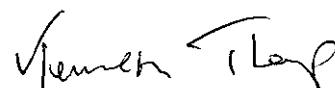

Kevin Lomax *

Date: 20/02/04

Thomas Lynch

Date: 20/02/04

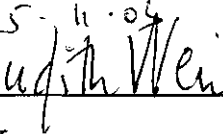



Kenneth Tharp

Date: 25-11-04


Judith Weir

Date:


25-11-03

Lady Anya Sainsbury

Date:


20/02/04