

NOTICE OF RESOLUTIONS

MUSCULAR DYSTROPHY GROUP OF GREAT BRITAIN AND NORTHERN IRELAND (the "Company")

(Company no: 705357)

(Charity no. 205395)

At an Extraordinary General Meeting of the Company to be held on 24 October 2007 at 12.30pm at the MDC Office, 61 Southwark Street, London SE1 0HL the following resolutions will be proposed as ordinary resolutions:

3.1

- (1) The election of Linda Ball as a Trustee of the Company in accordance with Article 29.1 of the Company's Articles of Association;
- (11) The election of Debbie Broadhurst as a Trustee of the Company in accordance with Article 29.1 of the Company's Articles of Association;
- (111) The election of Gwen Davies as a Trustee of the Company in accordance with Article 29.1 of the Company's Articles of Association;
- (1v) The election of Martin Fielden as a Trustee of the Company in accordance with Article 29.1 of the Company's Articles of Association;
- (v) The election of Philip Forwood as a Trustee of the Company in accordance with Article 29.1 of the Company's Articles of Association;
- (v1) The election of Ian Gordon as a Trustee of the Company in accordance with Article 29.1 of the Company's Articles of Association;
- (v11) The election of Stephen McDonald as a Trustee of the Company in accordance with Article 29.1 of the Company's Articles of Association,
- (v111) The election of Oliver Monaghan as a Trustee of the Company in accordance with Article 29.1 of the Company's Articles of Association,
- (1x) The election of Julian Pritchard as a Trustee of the Company in accordance with Article 29.1 of the Company's Articles of Association;

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(x) The election of Peter Rigby as a Trustee of the Company in accordance with Article 29.1 of the Company's Articles of Association;

(x1) The election of Robert Warner as a Trustee of the Company in accordance with Article 29.1 of the Company's Articles of Association;

3.2 That, conditional upon at least 70% of the total number of Trustees of the Company passing a resolution (whether before or after this general meeting) that

Martin Bobrow
John Harris
Kate Parkin
Michael Roome
Keith Rushton

may stand for re-election in accordance with Article 30.1 of the Company's Articles of Association, that

Martin Bobrow
John Harris
Kate Parkin
Michael Roome
Keith Rushton

be elected as a Trustee of the Company to hold office until the AGM of the Company in 2010

4. The following resolutions will be proposed as special resolutions:

4.1 That Article 29 of the Company's Articles of Association be deleted and replaced with the following words:

"29.1 The Board consists of.-

- (a) not less than seven and no more than seventeen persons elected by members of the Charity; and
- (b) not more than five persons co-opted at any time by the Board in accordance with Article 32.2

29.2 The Trustees elected under Article 29.1(a) shall be those who receive the most votes in favour of their election and in the case of an equality of votes the Chair shall decide between those candidates by lot, and proceed as if the candidate on whom the lot falls had received an additional vote. If there are fewer candidates for election than posts, the Chair shall require members to vote either for or against the election and only those who receive more votes in favour than against shall be elected.

29.3 The Board shall consider how best to ensure a broad geographical representation on the Board of supporters and beneficiaries. To achieve this, the Board may grant the right to regional or national groupings of the Charity approved by the Board to nominate Trustees to the Board. Of the persons elected under Article 29.1(a) up to five persons may have been nominated by regional or national groupings of the Charity.

29.4 The Board may from time to time specify the total number of persons who may be elected to the Board under provisions of clause 29.1(a). Such number shall not be less than seven nor more than seventeen.

29.5 No person may stand for election to the Board under Article 29.1(a) unless they have been:

- (a) nominated by the Board; or
- (b) nominated in Writing by regional or national groupings of the Charity on the invitation of the Board in accordance with Article 29.3; or
- (c) nominated in Writing by five percent of the members or five members of the Charity (whichever is the lower) not later than twenty-eight days prior to the annual general meeting (or such longer periods as the Board provides where postal or electronic voting is used)."

4.2. That Article 30.1 of the Company's Articles of Association be deleted and replaced with the following words:

"30.1 At the third annual general meeting after their last election or appointment the Trustees (save for co-opted Trustees, whose retirement provisions are set out in Article 32) shall retire. All are eligible for re-election but no Trustee may serve for a period of more than six years without a period of at least a year out of office. Provided that a Trustee may stand for election for further periods if the Board nominates that Trustee for a further period or periods by a resolution supported by a number of Trustees equal to the nearest whole number at or exceeding 70 per cent of the total number of Trustees at that time "

4.3. That Articles 32.2 and 32.3 of the Company's Articles of Association be deleted and replaced with the following words:

"32.2 The Board may also co-opt up to five additional persons onto the Board at any time Co-opted Trustees may vote at meetings of the Board.

32.3 At the first Annual General Meeting of the Charity after the appointment of a co-opted Trustee, the co-option shall be reported to the members of the Charity who shall be asked to endorse the co-option by an ordinary

resolution. If the appointment is endorsed by the members in this way, the co-opted Trustee shall continue to hold office until such time as the Board resolves that he must step down, which shall not be later than the third Annual General Meeting after that at which his appointment was endorsed. If the appointment is not endorsed by the members, the Trustee in question must cease to act as a Trustee with effect from the end of the meeting provided that this does not cause the number of Trustees on the Board to fall below three. A Trustee who has served as a co-opted Trustee is eligible to stand for election as a Trustee, provided that he has been nominated in accordance with Article 29, and his time serving as a co-opted Trustee shall be taken into account for the purposes of the maximum terms of office set out in Article 30.1."

- 4.4. That Article 36.1 of the Company's Articles of Association be deleted and replaced with the following words:

"36.1 The Board may elect a Chair from among the Trustees. The Chair shall hold this office until the next Annual General Meeting of the Charity when the members of the Charity shall be asked to endorse his appointment by an ordinary resolution. If the appointment is endorsed by the members in this way, the Chair shall continue to hold office until such time as the Board resolves that he must step down, which will normally be at the end of three years, but he may be re-elected. If the appointment is not endorsed by the members, the Trustee in question must cease to act as Chair with effect from the end of the meeting and the Board may elect a new Chair from among its number. For the avoidance of doubt, the endorsement or rejection of the Chair by the members under this Article shall only apply to the Trustee's appointment as Chair and shall not have any bearing on his appointment as a Trustee. If the Trustee is due to stand for re-election as a Trustee under Article 30.1, the members must vote separately on that matter. If a Trustee's appointment as Chair is not endorsed by the members, this in itself will not require the Trustee to step down from the Board. The appointment of the Chair is subject to the provisions in these Articles as to maximum term of office as a Trustee.

36.2 The Board may elect or remove a treasurer and any other officers that it wishes from among the Trustees. Unless removed, officers shall normally serve for a term of three years and may be re-elected subject to the provisions in these Articles as to maximum term of office as a Trustee and subject to Article 36.1."

5. That the following words be added as clause 11 of the Company's Memorandum of Association:

"11. Charities and Trustee Investment (Scotland) Act 2005

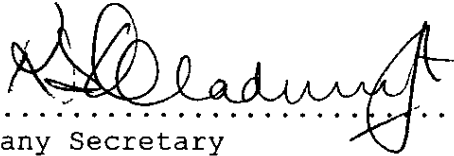
11.1 Nothing in this Memorandum of Association shall authorise an application of the property of the Charity for purposes which are not charitable in accordance with section 7 Charities and Trustee Investment (Scotland) Act 2005."

That the following words be added as Article 59 of the Company's Articles of Association:


"59. Charities and Trustee Investment (Scotland) Act 2005

59.1 Nothing in these Articles of Association shall authorise an application of the property of the Charity for purposes which are not charitable in accordance with section 7 Charities and Trustee Investment (Scotland) Act 2005."

The above special resolutions were passed on 24 October 2007.


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Company Secretary

We, the undersigned, Russell-Cooke LLP
of 2 Putney Hill, London SW15 6AB hereby
certify the above to be a true copy of the original
document.

Signed 
Date this 11 day of February 2008