

Company No 3189714

VICTORY CORPORATION PLC
(the "Company")

The Companies Act 1985

TUESDAY



LD1

LW6HLUTC

20/11/2007

COMPANIES HOUSE

145

ORDINARY AND SPECIAL RESOLUTIONS
OF THE MEMBERS OF THE COMPANY

Passed on 16 November 2007

At the **ANNUAL GENERAL MEETING** of the sole member of the above-named Company, duly convened and held at Salisbury House, City Fields Business Park, Tangmere, Chichester, West Sussex, PO20 2FP at 12 30 p m on 16 November 2007 the following resolutions were passed as Ordinary and Special Resolutions

Special Resolutions:

- 1 **THAT** the Company be re-registered as a private company pursuant to Companies Act 1985 section 53 with the name "Victory Corporation Limited"
- 2 **THAT** The Memorandum of Association of the Company be modified by the deletion of Clauses 1 and 2 thereof and the substitution therefore of the following Clauses

"1 The name of the Company is VICTORY CORPORATION LIMITED

2 The Company is to be a private company"
- 3 **THAT** The Regulations contained in the printed document submitted to the Meeting marked "A", and for the purpose of identification signed by the Chairman of the Meeting, be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association of the Company

Elective Resolutions:

- 1 **THAT** the Company hereby elects, pursuant to Section 252 of the Companies Act 1985 (the "Act"), to dispense with the laying of accounts and reports before the Company in General Meeting
- 2 **THAT** the Company hereby elects, pursuant to Section 366A of the Act, to dispense with the holding of Annual General Meetings
- 3 **THAT** the Company hereby elects, pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually

- 4 **THAT** the provisions of Section 80A of the Act shall apply, instead of the provisions of Section 80(4) and (5) of the Act, in relation to the giving or renewal, after the passing of this resolution, of an authority under the said Section 80


Company Secretary