

THE COMPANIES ACTS 1985 AND 2006

PRIVATE COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

RESOLUTION IN WRITING

of

NEW SADLER'S WELLS LIMITED
(the "Company")

We, being the members of the Company who at the circulation date of these resolutions are entitled to vote on such resolutions, RESOLVE, in accordance with Chapter 2, Part 13 of the Companies Act 2006 to pass the following resolutions which have been proposed as special resolutions

SPECIAL RESOLUTION

- 1 **THAT** the Company's articles of association be altered by the deletion of article 33 and the substitution of it with the following new article

"Subject to article 34, the Charity may, by resolution of the trustees, appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee "

- 2 **THAT** the Company's articles of association be altered by the deletion of article 35 and article 36

- 3 **THAT** the Company's articles of association be altered by the deletion of article 37 and the substitution of it with the following new article

"Each trustee shall be appointed for a three-year term and shall resign at the next annual general meeting held after the expiration of the three-year term At the same annual general meeting such trustee shall be eligible for re-election for a further period of three years, PROVIDED that no director may serve for a continuous period in excess of nine years "

- 4 **THAT** the Company's article of association be altered by the deletion of the word "sixth" from article 38 and the substitution of it with the word "ninth"

THURSDAY



AO8 05/08/2010 335
COMPANIES HOUSE

MARTIN KLUTE

SIGNATURE

DATE

STEPH CHARALAMBOUS

SIGNATURE

DATE

MONIQUE BAHADUR

SIGNATURE

DATE

SIR DAVID BELL

SIGNATURE

DATE

RAB BENNETTS

SIGNATURE

DATE

KRISTINA BORSY

SIGNATURE

DATE

JOSÉ BREÑA

SIGNATURE

DATE

NICA BURNS

SIGNATURE

DATE

VALERIE COLGAN

SIGNATURE

DATE

MARCO COMPAGNONI

SIGNATURE

DATE

CELESTE FENICHEL

SIGNATURE

DATE

JOACHIM FLEURY

SIGNATURE

DATE

IAN JENTLE

SIGNATURE

DATE

HARRY MACAUSLAN

SIGNATURE

DATE

BARBARA MOLLER

SIGNATURE

DATE

ANNIE NORTON

SIGNATURE

DATE

MARTIN KLUTE

SIGNATURE _____

DATE _____

STEPH CHARALAMBOUS

SIGNATURE *Steph Charalambous*

DATE 13/07/2010

MONIQUE BAHADUR

SIGNATURE _____

DATE _____

SIR DAVID BELL

SIGNATURE _____

DATE _____

RAB BENNETTS

SIGNATURE _____

DATE _____

KRISTINA BORSY

SIGNATURE _____

DATE _____

JOSÉ BREÑA

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NICA BURNS

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VALERIE COLGAN

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ANNIE NORTON

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MARTIN KLUTE

SIGNATURE _____

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STEPH CHARALAMBOUS

SIGNATURE _____

DATE _____

MONIQUE BAHADUR

SIGNATURE _____

DATE _____

SIR DAVID BELL

SIGNATURE _____

DATE _____

RAB BENNETTS

SIGNATURE *R. J. Bennett*

DATE *5th JULY 2010*

KRISTINA BORSY

SIGNATURE _____

DATE _____

JOSÉ BREÑA

SIGNATURE _____

DATE _____

NICA BURNS

SIGNATURE _____

DATE _____

VALERIE COLGAN

SIGNATURE: _____

DATE _____

MARCO COMPAGNONI

SIGNATURE: _____

DATE _____

CELESTE FENICHEL

SIGNATURE _____

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JOACHIM FLEURY

SIGNATURE _____

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IAN JENTLE

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HARRY MACAUSLAN

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ANNIE NORTON

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MARTIN KLUTE

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STEPH CHARALAMBOUS

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MONIQUE BAHADUR

SIGNATURE _____

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SIR DAVID BELL

SIGNATURE _____

DATE _____

RAB BENNETTS

SIGNATURE _____

DATE _____

KRISTINA BORSY

SIGNATURE _____

DATE _____

JOSE BREÑA

SIGNATURE  _____

DATE 4 July, 2010

NICA BURNS

SIGNATURE _____

DATE _____

VALERIE COLGAN

SIGNATURE _____

DATE _____

MARCO COMPAGNONI

SIGNATURE _____

DATE _____

CELESTE FENICHEL

SIGNATURE _____

DATE _____

JOACHIM FLEURY

SIGNATURE _____

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IAN JENTLE

SIGNATURE _____

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HARRY MACAUSLAN

SIGNATURE _____

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BARBARA MOLLER

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ANNIE NORTON

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MARTIN KLUTE

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STEPH CHARALAMBOUS

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MONIQUE BAHADUR

SIGNATURE _____

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SIR DAVID BELL

SIGNATURE _____

DATE _____

RAB BENNETTS

SIGNATURE _____

DATE _____

KRISTINA BORSY

SIGNATURE _____

DATE _____

JOSÉ BREÑA

SIGNATURE _____

DATE _____

NICA BURNS

SIGNATURE Nica Burns

DATE 19/7/10

VALERIE COLGAN

SIGNATURE _____

DATE _____

MARCO COMPAGNONI

SIGNATURE _____

DATE _____

CELESTE FENICHEL

SIGNATURE _____

DATE _____

JOACHIM FLEURY

SIGNATURE _____

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IAN JENTLE

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HARRY MACAUSLAN

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BARBARA MOLLER

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ANNIE NORTON

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MARTIN KLUTE

SIGNATURE _____

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STEPH CHARALAMBOUS

SIGNATURE _____

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MONIQUE BAHADUR

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SIR DAVID BELL

SIGNATURE _____

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RAB BENNETTS

SIGNATURE _____

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KRISTINA BORSY

SIGNATURE _____

DATE _____

JOSÉ BREÑA

SIGNATURE _____

DATE _____

NICA BURNS

SIGNATURE _____

DATE _____

VALERIE COLGAN

SIGNATURE _____

DATE _____

MARCO COMPAGNONI

SIGNATURE *Marco Compagnoni*

DATE *08 07 2010*

CELESTE FENICHEL

SIGNATURE _____

DATE _____

JOACHIM FLEURY

SIGNATURE _____

DATE _____

IAN JENTLE

SIGNATURE _____

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HARRY MACAUSLAN

SIGNATURE _____

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BARBARA MOLLER

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ANNIE NORTON

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SIGNATURE _____

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VALERIE COLGAN

SIGNATURE _____

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STEPH CHARALAMBOUS

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MARCO COMPAGNONI

SIGNATURE _____

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MONIQUE BAHADUR

SIGNATURE: _____

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CELESTE FENICHEL

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DATE _____

SIR DAVID BELL

SIGNATURE _____

DATE _____

JOACHIM FLEURY

SIGNATURE _____

DATE: _____

RAB BENNETTS

SIGNATURE _____

DATE _____

IAN JENTLE

SIGNATURE _____

DATE: _____

KRISTINA BORSY

SIGNATURE _____

DATE _____

HARRY MACAUSLAN

SIGNATURE _____

DATE: _____

JOSÉ BREÑA

SIGNATURE _____

DATE. _____

BARBARA MOLLER

SIGNATURE *B. Kahn Moller*

DATE: *21 July 2010*

NICA BURNS

SIGNATURE _____

DATE _____

ANNIE NORTON

SIGNATURE _____

DATE: _____

MARTIN KLUTE

SIGNATURE _____

DATE _____

STEPH CHARALAMBOUS

SIGNATURE _____

DATE _____

MONIQUE BAHADUR

SIGNATURE _____

DATE _____

SIR DAVID BELL

SIGNATURE _____

DATE _____

RAB BENNETTS

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KRISTINA BORSY

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JOSÉ BREÑA

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NICA BURNS

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DATE _____

VALERIE COLGAN

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DATE _____

MARCO COMPAGNONI

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DATE _____

CELESTE FENICHEL

SIGNATURE _____

DATE _____

JOACHIM FLEURY

SIGNATURE _____

DATE _____

IAN JENTLE

SIGNATURE  _____

DATE 01/07/10

HARRY MACAUSLAN

SIGNATURE _____

DATE _____

BARBARA MOLLER

SIGNATURE _____

DATE _____

ANNIE NORTON

SIGNATURE _____

DATE _____

LADY PANUFNIK

SIGNATURE. 

DATE 6 Jul 2010

ROBIN PAULEY

SIGNATURE. _____

DATE _____

MAGGIE SEMPLE

SIGNATURE _____

DATE: _____

ARLENE PHILLIPS

SIGNATURE _____

DATE _____

TONY SARIN

SIGNATURE _____

DATE _____

SANDRA ULRICH

SIGNATURE: _____

DATE: _____

Notes

- 1 The circulation date of these resolutions is Wednesday 30 June 2010. These resolutions have been sent to eligible members who would have been entitled to vote on these resolutions on this date. Only such eligible members (or persons duly authorised on their behalf) should sign these resolutions.
- 2 An eligible member can signify its/his/her agreement to these resolutions by signing these resolutions and by delivering a copy of the signed resolutions to an officer of the Company.
- 3 These resolutions must be passed by Tuesday 28 July 2010. If these resolutions are not passed by such date they will lapse. The agreement of a member to these resolutions is ineffective if signified after this date.

LADY PANUFNIK

SIGNATURE _____

DATE _____

ROBIN PAULEY

SIGNATURE Robin Pauley

DATE 14/7/2010

MAGGIE SEMPLE

SIGNATURE _____

DATE _____

ARLENE PHILLIPS

SIGNATURE _____

DATE _____

TONY SARIN

SIGNATURE _____

DATE _____

SANDRA ULRICH

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LADY PANUFNIK

SIGNATURE _____

DATE _____

ROBIN PAULEY

SIGNATURE _____

DATE _____

MAGGIE SEMPLE

SIGNATURE _____

DATE _____

ARLENE PHILLIPS

SIGNATURE Arlene Phillips

DATE 1/7/10

TONY SARIN

SIGNATURE _____

DATE _____

SANDRA ULRICH

SIGNATURE _____

DATE _____

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LADY PANUFNIK

SIGNATURE _____

DATE _____

ROBIN PAULEY

SIGNATURE _____

DATE _____

MAGGIE SEMPLE

SIGNATURE _____

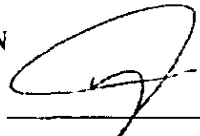
DATE _____

ARLENE PHILLIPS

SIGNATURE _____

DATE _____

TONY SARIN

SIGNATURE  _____

DATE 14/7/2010

SANDRA ULRICH

SIGNATURE _____

DATE _____

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LADY PANUFNIK

SIGNATURE _____

DATE _____

ROBIN PAULEY

SIGNATURE _____

DATE _____

MAGGIE SEMPLE

SIGNATURE Maggie Semple

DATE 1 July 2010

ARLENE PHILLIPS

SIGNATURE _____

DATE _____

TONY SARIN

SIGNATURE _____

DATE _____

SANDRA ULRICH

SIGNATURE _____

DATE _____

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LADY PANUFNIK

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ROBIN PAULEY

SIGNATURE _____

DATE _____

MAGGIE SEMPLÉ

SIGNATURE _____

DATE _____

ARLENE PHILLIPS

SIGNATURE _____

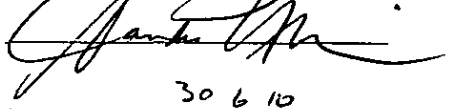
DATE _____

TONY SARIN

SIGNATURE _____

DATE _____

SANDRA ULRICH

SIGNATURE  _____

DATE 30 6 10 _____

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