

Company No: 3744396

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

BULL RING (GP) LIMITED

We, the undersigned, being the sole member of the Company entitled to receive notice of and to attend and vote at general meetings of the Company in respect of the resolution set out below resolve pursuant to Section 381A of the Companies Act 1985 that the following resolution be passed as a special resolution:

Special Resolution

THAT:

1. The authorised share capital of the Company be and is hereby increased from £1,000 to £1,800 by the creation of an additional 80,000 ordinary shares of 1p, such shares to be subject to the same rights as, and to rank pari passu in all respects with, the existing ordinary shares of 1p each in the capital of the Company;
2. The directors of the Company be and they are hereby generally and unconditionally authorised, pursuant to Section 80 of the Companies Act 1985 (the "Act") for a period expiring one month from the date of this resolution, to exercise all powers of the Company to allot relevant securities (as defined in Section 80(2) of the Act) up to an aggregate amount of the authorised but unissued share capital of the Company at the date of this resolution;
3. The directors of the Company be and are hereby generally empowered pursuant to Section 95 of the Companies Act 1985 to allot the ordinary shares of 1p each in the capital of the Company pursuant to the authority conferred by paragraph 2 of this resolution, for cash as if Section 89(1) of the Companies Act 1985 did not apply to such allotment, provided that this power shall expire on the date one month from the date hereof;
4. The new Articles of Association (in the form attached and initialled for the purposes of identification) are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company and all regulations incorporated in them.

21st July 1999

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for and on behalf of
LS Birmingham Limited

