

Company No: 19009C

COMPANY LIMITED BY SHARES

LIVERPOOL AND CHESTER PROPERTY COMPANY LIMITED

(the "Company")

Copy resolution of the type and in the terms set out specified below as passed by the members of the Company named above at their extra ordinary general meeting duly convened and held at the Athenaeum Church Alley Church Street Liverpool L1 3AD on 29 April 2009

SPECIAL RESOLUTION

That the Articles of Association of the Company be amended as follows :-

1. By deleting Articles 19, 27 and 28 and by replacing them with the following :-

19 (i). Subject to the provisions of the Companies Act 1985 (as amended from time to time) and provided that he has disclosed to the Directors the nature and extent of any material interest of his, a Director notwithstanding his office-

(a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;

(b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and

(c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

19 (ii). For the purposes of Article 19

(a) a general notice given to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified; and

(b) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

19 (iii) A Director may vote as a director on any resolution concerning any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration.

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19 (iv) The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a Director from voting at a meeting of Directors or of a committee.

19 (v) If a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the Chairman of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive.

INDEMNITY

27. A relevant director may be indemnified out of Company's assets against any liability (other than a liability to the Company or an associated company) which that Director incurs in connection with-

(a) civil proceedings in relation to the Company or an associated company (other than a liability incurred in defending proceedings brought by the Company or an associated company in which final judgment is given against the Director),

(b) criminal proceedings in relation to the Company or an associated company (other than a fine imposed in such proceedings, or a liability incurred in defending proceedings in which the Director is convicted and the conviction is final),

(c) regulatory action taken by or a regulatory investigation by a regulatory authority in relation to the Company or an associated company (unless a sum is payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising)),

(d) any application for relief-

(i) under section 144(3) or (4) of the Companies Act 1985 (power of court to grant relief in case of acquisition of shares by innocent nominee), or

(ii) section 727 of that Act (general power of court to grant relief in case of honest and reasonable conduct),

unless the Court refuses to grant the Director relief, and the refusal of relief is final, or

For the purposes of this Article:

A Judgement, conviction or refusal of relief becomes final-

(a) if not appealed against, at the end of the period for bringing an appeal or

(b) if appealed against, at the time when the appeal (or any further appeal) is disposed of;

An appeal is disposed of-

(a) if it is determined and the period for bringing any further appeal has ended, or

(b) if it is abandoned or otherwise ceased to have effect;

Companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate and

A "relevant director" means any Director or former Director of the Company.

28. The Directors shall have power to purchase and maintain an insurance policy for any Director, officer or auditor of the Company effecting cover against any such liability as is referred to in section 310(1) of the Companies Act 1985 (as amended from time to time)

and

2. By adding the following new Articles 16(i), 16(ii), 16(iii), 34 and 35

16 (i) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given

16 (ii) A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending or delivering it, in any manner authorised by the Articles for the giving of notice to a member addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt or by any like description at the address, if any, within the United Kingdom last recorded on the Shareholders Register of the Company or supplied for that purpose by the persons claiming to be so entitled. Until such an address has been supplied, a notice may be given in any manner in which it might have been given if the death or bankruptcy had not occurred.

16 (iii) The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

34. No dividend or other moneys payable in respect of a share shall bear interest against the Company unless otherwise provided by the rights attached to the share.

35. Any dividend which has remained unclaimed for twelve years from the date when it became due for payment shall, if the Directors so resolve, be forfeited and cease to remain owing by the Company.


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Company Secretary

Dated 11th May.....2009