

**THE COMPANIES ACTS 1985 and 1989**

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**Company Limited by Shares**

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**SPECIAL RESOLUTIONS**  
of  
**KALIMNA LIMITED**

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FOR AND ON BEHALF OF  
LADDBROKE CORPORATE  
DIRECTOR LIMITED

Passed 30 June 1999

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At an Extraordinary General Meeting of Kalimna Limited duly convened and held on 30 June 1999, the following Resolutions were duly passed as Special Resolutions:

**Resolutions**

1. THAT in connection with and conditionally upon the re-registration of the Company as an unlimited company:
  - (a) clause 4 (stating that the liability of the members is limited) and clause 5 (stating the share capital) of the Memorandum of Association of the Company be deleted; and
  - (b) the Articles of Association of the Company be altered by deleting the existing provisions and inserting in their place the following new Articles:
    1. Regulations 3, 32, 34 and 35 of Table A shall not apply to the Company, but the Articles hereinafter contained, and subject to the modification hereinafter expressed, the remaining regulations of Table A shall constitute the Articles of Association of the Company. The regulations contained in Table A under the Companies Act, 1948 shall not apply to the Company.
    2. The words "at least seven clear days' notice" shall be substituted for the words "at least fourteen clear days' notice" in regulation 38 of Table A.
    3. The share capital of the Company is £170,092 divided into 170,092 ordinary shares of £1 each.
    4. The Company may be special resolution:
      - (a) increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe;
      - (b) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;
      - (c) sub-divide its shares, or any of them, into shares of a smaller amount than its existing shares;
      - (d) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person; and
      - (e) reduce its share capital and any share premium account in any way.
2. THAT, conditionally on the re-registration of the Company as an unlimited company:
  - (a) the share capital of the Company be reduced to £1 by the cancellation of 170,016 ordinary shares of £1 each.

