

**HAMMOND GROUP HOLDINGS LIMITED**  
**("the Company")**

**COMPANY NUMBER: 2779675**

AT an Extraordinary General Meeting of the members of the Company duly convened at 222 Gray's Inn Road, London WC1X 8HB (short notice of the said meeting having been agreed to by a majority of the members having the right to attend and vote at the meeting being a majority together holding not less than 95% in nominal value of the shares giving that right) the following resolutions were duly passed:-

**ORDINARY RESOLUTION**

THAT the capital of the Company be diminished from £3,400,000 to £3,100,000 by cancelling the "C" fixed cumulative redeemable preference shares which have not been taken or agreed to be taken by any person.

**SPECIAL RESOLUTIONS**

1. THAT, in place of the Company's current articles of association, the regulations attached to this resolution and for the purposes of identification initialled by the chairman ("the New Articles"), be adopted by the Company and the secretary be directed immediately to register them with the Registrar of Companies.
2. THAT the following ordinary shares of £1.00 each in the capital of the Company be reclassified as 'A' ordinary shares of £1.00 each and shall be subject to the rights, privileges and restrictions of 'A' ordinary shares set out in the New Articles:

<u>Name of shareholder</u>	<u>Number of ordinary Shares</u>
John Leslie Davies	5,000
Sandra Davies	10,000
Donald Robert Mear	<u>5,000</u>
	<u>20,000</u>



3. THAT the entire authorised and issued 'A' preference and 'B' preference shares of £1.00 each in the capital of the Company be reclassified as 'Preference' shares of £1.00 each and be subject to the rights, privileges and restrictions of 'Preference' shares set out in the New Articles.

Signed ...  .....

Chairman