

Company Number: 3382348

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**  
**OF**  
**COTSWOLD OUTDOOR LIMITED**

(Dated 30 September 1997)

By a written resolution signed by the holders of all the "A" Ordinary Shares of 1p each and the "B" Ordinary Shares of 1p each in the capital of the Company and accordingly being the only members, who (at the date of this Written Resolution) would be regarded for the purposes of Section 381A of the Companies Act 1985 as entitled to attend and vote at a general meeting of the Company, such members agreed pursuant to such Section to the following resolution (which would otherwise be required to be passed, as a Special Resolution):

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

- (1) In Article 5(c) thereof by the deletion of the words "Provided that at any meeting held during a Default Period each holder of "A" Ordinary Shares so present aforesaid shall be entitled on a poll of ten votes for each "A" Ordinary Shares of which he is the holder"; and
- (2) In Article 13(a) thereof by the deletion of the words "(except to the extent necessary to give effect to the provisions of this Article relating to transfer of Units of Investor Shares)".

*R. Sw -*  
*Mr. D. V. L. L. L.*  
Secretary

