

COMPANIES FORM No. 122

**Notice of consolidation, division,  
sub-division, redemption or  
cancellation of shares, or conversion,  
re-conversion of stock into shares**

122

CHA 116

Please do not  
write in  
this margin

Pursuant to section 122 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

[ ] [ ] [ ] [ ]

691455

Name of company

\* Louise Goodwin Limited

\* insert full name  
of company

gives notice that:

The Company has redesignated its share capital into "V" and "NV" Ordinary Shares and further into classes named alphabetically as noted in Resolutions 2 and 4 in the Print of Resolutions attached.

† Insert  
Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

Signed

Designation †

Date

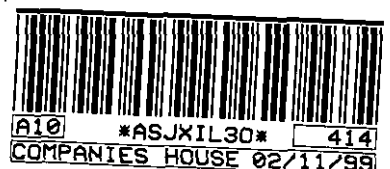
Presentor's name address and  
reference (if any):  
Campbell Hooper  
Solicitors  
35 Old Queen Street  
London

SW1H 9JD (Ref VJW)

For official Use

General Section

Post room



**Company No 691455**

**THE COMPANIES ACTS 1948, 1985 AND 1989**

**COMPANY LIMITED BY SHARES**

**RESOLUTIONS**  
**OF**

**LOUISE GOODWIN LIMITED**

Passed 24<sup>th</sup> August 1999

At an Extraordinary General Meeting of the Company duly convened and held on the date above the following Resolutions were duly passed of which Resolutions 1, 2, 4 and 5 were passed as Ordinary Resolutions and Resolution 3 was passed as a Special Resolution:-

**RESOLUTIONS**

1. That the authorised share capital of the Company be and it is hereby increased to £120,000 by the creation of an additional 2,000,000 Ordinary Shares of 1p each having the rights and restrictions respectively attached in the Articles of Association referred to in Resolution 3.
2. THAT each of the existing issued fully paid Ordinary Shares of £1 each and "A" Ordinary Shares of £1 each in the Company currently held by those listed below be redesignated respectively "V" Ordinary Shares and "NV" Ordinary Shares and be further redesignated as Ordinary Shares of £1 each designated by a letter of the alphabet noted below each to rank pari passu subject to the new Articles of Association adopted by Resolution 3 below:

Name of Shareholder	No of Ordinary Shares of £1 each held by such Shareholders	No of Ordinary Shares of £1 held in class	Name of Class
Charles J Goodwin	10,000	13,166	ANV
Executors of Louise Goodwin	3,166		
Laurence Goodwin	9,600	9,600	BNV
Christopher Goodwin	10,000	13,166	CNV
Executors of Louise Goodwin	3,166		

Sarah Pope		10,000	13,166	DNV
Executors of Louise Goodwin		3,166		
Griselda Cann Mussett		2,500	3,292	ENV
Executors of Louise Goodwin		792		
Executors of Andrew Goodwin		1,538	1,538	FNV
Sheila Job		2,500	4,830	GNV
Executors of Louise Goodwin		792		
Executors of Andrew Goodwin		1,538		
David Cann		2,500	3,830	HNV
Executors of Louise Goodwin		792		
Executors of Andrew Goodwin		538		
Executors of Andrew Goodwin		1,000	1,000	INV
Joanna Keane		2,500	4,830	JNV
Executors of Louise Goodwin		792		
Executors of Andrew Goodwin		1,538		
Robert Goodwin		100	2,430	KNV
Executors of Louise Goodwin		792		
Executors of Andrew Goodwin		1,538		
Clair Goodwin Figes		100	2,430	LNV
Executors of Louise Goodwin		792		
Executors of Andrew Goodwin		1,538		
Fiona Bunnage		100	2,429	MNV
Executors of Louise Goodwin		791		
Executors of Andrew Goodwin		1,538		

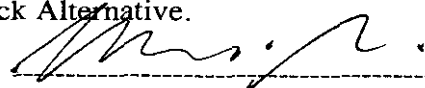
Goodwin			
Helen Whiting	100	2,429	NNV
Executors of Louise Goodwin	791		
Executors of Andrew Goodwin	1,538		
Matthew Cullerne-Bown	3,500	5,084	ONV
Executors of Louise Goodwin	1,584		
Executors of Andrew Goodwin	1,538	1,538	PNV
Trustees of the Matthew Cullerne-Bown "B" Trust (transferred from Matthew)	1,500	1,500	QNV
William Cullerne-Bown	5,000	8,122	RNV
Executors of Louise Goodwin	1,584		
Executors of Andrew Goodwin	1,538		
Executors of Andrew Goodwin	1,538	1,538	SNV
Executors of Andrew Goodwin	1,538	1,538	TNV
Executors of Andrew Goodwin	1,544	1,544	UNV
Executors of Louise Goodwin	19	19	AV
Executors of Andrew Goodwin	19	19	AV
Executors of Louise Goodwin	19	19	BV
Executors of Andrew Goodwin	19	19	BV
Executors of Louise Goodwin	38	38	CV
Executors of Andrew Goodwin	38	38	CV
Executors of Louise Goodwin	38	38	DV
Executors of Andrew Goodwin	38	38	DV
Executors of Louise Goodwin	38	38	EV

Executors of Andrew Goodwin	38	38	EV
Executors of Louise Goodwin	38	38	FV
Executors of Andrew Goodwin	38	38	FV
Executors of Louise Goodwin	38	38	GV
Executors of Andrew Goodwin	38	38	GV
Executors of Louise Goodwin	38	38	HV
Executors of Andrew Goodwin	38	38	HV
Executors of Louise Goodwin	38	38	IV
Executors of Andrew Goodwin	38	38	IV
Executors of Louise Goodwin	38	38	JV
Executors of Andrew Goodwin	38	38	JV
Executors of Louise Goodwin	38	38	KV
Executors of Andrew Goodwin	38	38	KV
Executors of Louise Goodwin	37	37	LV
Executors of Andrew Goodwin	39	39	LV
Executors of Louise Goodwin	37	37	MV
Executors of Andrew Goodwin	39	39	MV
Executors of Louise Goodwin	43	43	NV
Executors of Andrew Goodwin	45	45	NV

3. THAT the regulations contained in the document a copy of which is submitted to the Meeting be adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association.
4. THAT the additional 2,000,000 Ordinary Shares of 1p each created under Resolution 1. above be redesignated so that there are the following number of shares of each of the following classes each share of each class to rank pari passu and to have the rights attaching thereto under the Articles of Association adopted by Resolution 3.:

Name of Class	Number of Ordinary Shares of 1p each in class
ANV	263,320
BNV	192,000
CNV	263,320
DNV	263,320
ENV	65,840
FNV	30,760
GNV	96,600
HNV	76,600
INV	20,000
JNV	96,600
KNV	48,600
LVN	48,600
MNV	48,580
NNV	48,580
ONV	101,680
PNV	30,760
QNV	30,000
RNV	162,440
SNV	30,760
TNV	30,760
UNV	30,880
AV	760
BV	760
CV	1,520
DV	1,520
EV	1,520
FV	1,520
GV	1,520
HV	1,520
IV	1,520
JV	1,520
KV	1,520
LV	1,520
MN	1,520
NV	1,760

5. THAT the directors of the Company be authorised to offer shareholders the alternative of taking new Ordinary Shares of one pence each credited as fully paid in lieu of the payment of dividends up to a maximum of £20,000 ("the Stock Alternative") and accordingly that the directors be authorised to capitalise such sum as the shareholders may elect to take by way of Stock Alternative.



Director