

**The Companies Act 1985**

**PUBLIC COMPANY LIMITED BY SHARES**

**RESOLUTIONS**

of

**JERROLD HOLDINGS PLC ("the Company")**

**Passed 12 September 2006**

AT an extraordinary general meeting of the Company, duly convened and held on 12 September 2006, the following resolutions were duly passed as special resolutions:

**RESOLUTIONS**

1. THAT the Company be re-registered as a private limited company;
2. THAT the name of the Company be changed to Jerrold Holdings Limited;
3. THAT the memorandum of association be amended to reflect the re-registration of the Company namely by deleting the word "public" in clause 2 and replacing it with the word "private"; and
4. THAT the articles of association of the Company in the form attached be adopted as the articles of association of the Company in place of the existing articles.

  
Chairman

