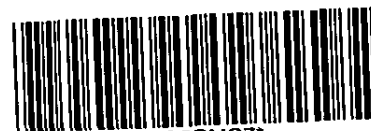


Company number: 03561328

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COMPANIES HOUSE

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

- of -

**CARMELITE FINANCE LIMITED (the "Company")**

23 November 2011 (the "Circulation Date")

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 and 2 below are passed as special resolutions (together the "Resolutions")

**SPECIAL RESOLUTIONS**

- 1 That the provisions of the Company's memorandum of association which, by virtue of section 28 of the Companies Act 2006, have been treated from 1 October 2009 as part of the Company's articles of association, including for the avoidance of doubt the objects clause, be deleted and any provision of the Company's memorandum of association in force immediately before such date as to the amount of authorised share capital, as altered by virtue of any shareholder resolution in force immediately before such date, together with article 3 of the Company's articles of association, be removed and revoked
- 2 That the following new article 3 be inserted into the Company's articles of association
  - "3 The liability of the members is limited to the amount, if any, unpaid on the shares held by them"

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolutions

The undersigned, being a member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions

Signed

Name

Kim E. O'RETT

(PRINT NAME)

For and on behalf of Carmelite Investments Limited

Date 23 November 2011

## NOTES

- 1 You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods
  - (a) **by hand** delivering the signed copy to Sandra Honey at 14 Cornhill, London EC3V 3ND, or
  - (b) **by post** returning the signed copy by post to Sandra Honey at 14 Cornhill, London EC3V 3ND, or
  - (c) **by fax** faxing the signed copy to fax number 020 7105 2001 marked "For the attention of Sandra Honey, or
  - (d) **by email** by attaching a scanned copy of the signed document to an email and sending it to [honey@pensioncorporation.com](mailto:honey@pensioncorporation.com). Please enter "Written resolutions" in the email subject box

The Company cannot accept agreements to the Resolutions which are sent by fax, email or another electronic means

If you do not agree to the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.

- 2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 3 Unless, within 28 days of the Circulation Date, sufficient agreement has been received from the required majority of eligible members for the Resolutions to be passed, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before this date.
- 4 If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.