

Company No. 01465195

THE COMPANIES ACT 2006

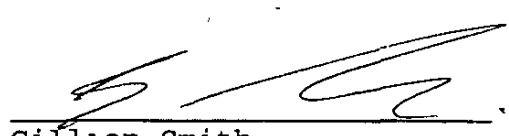
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS
of
MERCHANT RETAIL GROUP PLC
Passed on 3rd December 2013

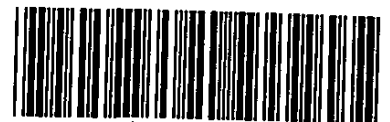
At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at Cypress House, The Gateway Centre, Coronation Road, Cressex Business Park, High Wycombe, HP12 3SU on 3rd December 2013 at 12.45pm. the following resolutions were duly passed as special resolutions of the Company:

SPECIAL RESOLUTIONS

1. "THAT the Company be re-registered as a private limited company under the provisions of the Companies Act 2006 with the name Merchant Retail Group Limited";
2. "THAT the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the Company's Articles of Association"; and
3. "THAT the Articles of Association of the Company contained in the document attached hereto be adopted as the new Articles of Association of the Company in substitution for, and to the exclusion of, all the existing Articles of Association of the Company."


Gillian Smith
Chairman

MONDAY



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LD1 09/12/2013 #49
COMPANIES HOUSE