

Company No. 07472494

Private company limited by shares

WRITTEN RESOLUTION

OF

REG SOUTH SHARPLEY LIMITED (Company)

Passed on 29/06/2012

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following resolution was passed as a special resolution.

SPECIAL RESOLUTION

- 1 THAT the Company's articles of association be amended by the insertion of the following as a new Article 23.2:

'23.2 Notwithstanding anything contained in these articles:

23.2.1 any pre-emption rights conferred on existing members or any other person by these articles or otherwise and any other restrictions on transfer of shares contained in these articles or otherwise shall not apply to; and

23.2.2 the directors shall not decline to register, nor suspend the registration of any transfer of shares where such transfer is

- (a) in favour of any person, bank or institution (or any agent, trustee, nominee or nominees of such person, bank or institution) to whom such shares are being transferred by way of security, or
- (b) duly executed by a receiver appointed by a person, bank or institution pursuant to any security document which creates any security interest over such shares, or
- (c) duly executed by any person, bank or institution (or any agent, trustee, nominee or nominees of such person, bank or institution) to whom such shares have been transferred by way of security pursuant to any security document which creates any security interest over such shares,

and a certificate by any official of such bank or institution or any such receiver that the shares are or are to be subject to such a security and that the transfer is executed in accordance with the provisions of this article shall be conclusive evidence of such facts;

23.2.3 any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a bank or financial institution or a subsidiary of a bank or financial institution or which are transferred in accordance with the provisions of this article.'



Director/Secretary

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03/07/2012

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