

SPECIAL RESOLUTION
OF
FRANK STACEY LIMITED
(the "Company")

Passed on 27th May 2011

The following resolutions were duly passed as special resolutions on 27th May 2011 by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006

SPECIAL RESOLUTIONS

"THAT 5,000 10% Non-Cumulative Preference shares of £1 each in the capital of the Company be re-designated as 5,000 Ordinary Shares of £1 each having the rights and restrictions as set out in the Articles of Association of the Company", and

"That the articles of association of the Company be amended by deleting article 9 and renumbering the remaining articles accordingly"

Signed

P.M. Sissons

P M Sissons
For and on behalf of New Sheldon Limited
Company Secretary

