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Dickinson Dees LLP
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COMPANY NUMBER 00128165

THE COMPANIES ACT 1908
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
OF

PONTELAND AUCTION MART COMPANY LIMITED

(the "Company")

passed on 20 May 2011

At a general meeting of the above named Company duly convened and held on 20 May 2011, the following resolution was duly proposed and passed as a special resolution of the Company.-

SPECIAL RESOLUTION

THAT

- 1 the Company's articles of association be amended by the deletion of article 1 in its entirety and the insertion of the following wording which shall be the new article 1

"The Regulation contained in Table A in the First Schedule to the Companies (Consolidation) Act, 1908 (hereinafter referred to as "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby that is to say, Clauses 2, 5, 31 to 40, (both inclusive), 45 to 48 (both inclusive), 68, 70, 77, 78, 79, 81, 83, 96, 106, 107 and 109 of Table A shall not apply to the Company, but in lieu thereof, and in addition to the remaining Clauses of Table A (varied as aforesaid), the following shall be the Regulations of the Company) "; and

- 2 the Company's articles of association be amended by the insertion of the following articles

2.1 "A general meeting shall be held once in every 4 year period at such time (not being more than 48 months after the holding of the last preceding general meeting) and place as may be prescribed by the Company in general meeting, or, in default, at such time that is no more than 48 months following the last general meeting, and at such place as the directors shall appoint "

2 2 "At a general meeting of the Company, at least once in every 4 year period, the whole of the directors shall retire from office "

2 3 "The directors may, whenever they think fit, convene a general meeting, and, on the requisition of members pursuant to the provisions of the Companies Act 2006, shall forthwith proceed to convene a general meeting in accordance with the provisions of the Companies Act 2006. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the company may call a general meeting."

2 4 "The Company may from time to time in general meeting increase or reduce the number of directors, and may also determine which directors are to go out of office "

2 5 "Once at least every four years the directors shall lay before the Company in general meeting a profit and loss account for the period since the preceding account made up to a date not more than six months before such meeting "

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- 26 "A balance sheet shall be made out in every year and laid before the Company in general meeting every four years made up to a date not more than six months before such meeting. The balance sheet(s) shall be accompanied at such general meeting by a report of the directors as to the state of the Company's affairs, and the amount which they recommend to be paid by way of dividend, and the amount, if any, which they propose to carry to a reserve fund."



Director