

Company Number 00220748

WEDNESDAY



A16

23/11/2011

COMPANIES HOUSE

134

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**A.A. SITES LIMITED**

**WRITTEN RESOLUTION OF THE SOLE SHAREHOLDER  
OF THE COMPANY**

*17 November* 2011 (THE "CIRCULATION DATE")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as a special resolution

**SPECIAL RESOLUTION**

THAT

- 1 1 in substitution for all existing authorities, the directors be generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 (the "Act") to exercise for the period of five years from the date of the passing of this resolution all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £100,
- 1 2 the Company may, before the expiry of the period mentioned in paragraph 1 1 of this resolution, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired,
- 2 in accordance with section 570 of the Act, the directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by paragraph 1 1 of this resolution as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall
  - 2 1 be limited to the allotment of equity securities up to an aggregate nominal value of £100, and
  - 2 2 expire on the fifth anniversary of the date of the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired, and
- 3 the Articles of Association of the Company be amended
  - 3 1 by deleting clause 5 of the Company's Memorandum of Association (which, by virtue of section 28 of the Act, is to be treated as a provision of the Company's Articles of Association), and
  - 3 2 by deleting article 4 and by substituting therefor the following new article 4

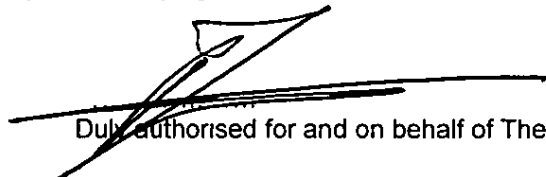
*"The capital of the Company at the date of adoption of this Article is divided into Ordinary Shares of £1 each The liability of the members is limited "; and*

- 4 The Allam Group Limited, being the sole member of the Company, hereby consents for all purposes to the passing of this resolution and to every variation of the rights attached to all of the issued shares in the Company as is or may be involved therein

Please read the notes at the end of this document before signing it

The undersigned, being the only person entitled to vote on the above resolution on the Circulation Date, hereby irrevocably agrees to the resolution set out above

Signed



Duly authorised for and on behalf of The Allam Group Limited

Date

17/11/11

#### NOTES

- 1 If you agree to the resolution, 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  
  
**By Hand** delivering the signed copy to Catherine Drew at Charles Russell LLP, Buryfields House, Bury Fields, Guildford, GU 2 4AZ,  
  
**By Post** returning the signed copy by post to Catherine Drew at Charles Russell LLP, Buryfields House, Bury Fields, Guildford, GU 2 4AZ,  
  
**By Fax** faxing the signed copy to 01483 252556 marked "For the attention of Catherine Drew "  
  
**By E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to [catherine.drew@charlesrussell.co.uk](mailto:catherine.drew@charlesrussell.co.uk)  
  
If you do not agree with the resolution, 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 resolution, you may not revoke your agreement
- 3 Unless, by the end of the period of 28 days beginning with the Circulation Date, sufficient agreement has been received for the resolution to pass, such resolution will lapse. If you agree to the resolution, please ensure that your agreement reaches the Company before the end of, or during, this period
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 5 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