

PRIVATE COMPANY LIMITED BY SHARES

PRINT OF WRITTEN RESOLUTIONS

of

CP HOLDINGS LIMITED

(the Company)

SATURDAY



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17/11/2012

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COMPANIES HOUSE

On 14 November 2012 the resolutions numbered 1 and 2 below were duly passed by the members of the Company as ordinary resolutions and the resolutions numbered 3 and 4 below were duly passed by the members of the Company as special resolutions

Each of the resolutions listed below was duly passed by the members of the Company by way of a written resolution pursuant to Chapter 2 of Part 13 of the Companies Act 2006

ORDINARY RESOLUTIONS

- 1 That the authorised share capital of the Company be increased from £100,000 to £200,100,000 divided into the 100,000 Ordinary Shares of £1 each in issue at the date hereof, 60,000,000 unissued Ordinary Shares of £1 each and 140,000,000 redeemable cumulative preference shares (hereinafter called **Preference Shares**) of £1 each, and
- 2 That pursuant to section 551(8) of the Companies Act 2006 the power of the Directors to allot and issue shares in the Company authorised by Article number 4 of the Company's Articles of Association shall be amended for the purposes of section 551(3) of the said Act so that
 - (a) the maximum amount of shares that may be allotted under the said authority shall be 200,000,000,
 - (b) the said authority shall expire on the day before the fifth anniversary of this Resolution,
 - (c) the shares authorised hereby shall include 60,000,000 ordinary shares of £1 each and 140,000,000 Preference Shares to be issued subject to the conditions set out in the Special Resolution numbered 4 below

SPECIAL RESOLUTIONS

- 3 That the Resolution passed by the members of the Company at its Annual General Meeting held on Wednesday 27 February 2008 be deemed to have referred to the second sentence of Article 10 of the Company's Articles of Association and not to Regulation 106 of Table A to the Companies Act 1948 and that any Resolution passed pursuant to the said Resolution dated 27 February 2008 be ratified, and
- 4 That the Company's articles of association be amended to include the following as a new article 12

12 *The redeemable cumulative preference shares of £1 00 each in the capital of the Company (the **Preference Shares**) shall be issued with and subject to the following rights and provisions -*

12 1 *As to income*

12 1 1 *Each Preference Share shall confer on its holder the right to receive, in priority to the transfer of any sum to reserves or any rights of the holders of any other class of shares in the Company and payable without any resolution of the directors or of the Company, a fixed cumulative preferential dividend (hereinafter called a **Preference Dividend**) at the rate of 4 5% per annum on the amount of the paid up nominal capital of that Preference Share The Preference Dividend shall accrue from day to day and be paid half-yearly on 30 June and 31 December in each year in respect of the half-years ending on those dates The first payment shall be made on 30 June 2013 and shall be calculated in respect of each respective share from the date of subscription thereof*

12 1 2 *The Company does not need to declare any Preference Dividend Any Preference Dividend will become a debt due from and payable by the Company to the shareholder or shareholders to whom it is payable without any requirement for a recommendation of the directors or a resolution of the shareholders in general meeting in respect of such dividend*

12.1 3 *Any amount not paid in accordance with article 12 1 1 above shall be carried forward and, subject to any statutory provisions, be payable in priority to the Preference Dividend payable on any later date No interest shall be payable in respect of any such carried forward amount*

12 2 *As to capital*

12 2 1 *On a winding up or other return of capital (but not on the redemption or the purchase by the Company of its own shares) the assets of the Company available for distribution amongst its members shall be applied, in priority to any payment to the holders of any other class of shares of the Company, in paying to the Preference Shareholders*

- (a) first, the nominal amounts paid on the Preference Shares,*
- (b) secondly, a sum equal to any arrears of the Preference Dividend to be payable irrespective of whether or not that dividend has been declared or earned, and*
- (c) thirdly, a sum equal to any accrual of the Preference Dividend from the last half-yearly payment date to the date of return of capital irrespective of whether or not that dividend has been declared or earned*

12 2 2 *The Preference Shares shall not confer any further right of participation in the profits or assets of the Company*

12 3 *As to redemption*

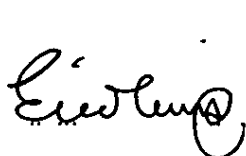
12 3 1 *The Company shall have the right at any time to redeem the Preference Shares in whole or in part on a pro rata basis*

- 12 3 2 *The Company shall not later than the 31 day of December 2022 redeem on a pro rata basis between the holders thereof all the Preference Shares which shall not previously have been redeemed*
- 12 3 3 *Upon any such redemption as aforesaid the Company shall pay in respect of each Preference Share being redeemed the par value thereof together with the amount of any Preference Dividend accrued to the date of redemption plus any arrears of Preference Dividend*
- 12 3 4 *Not less than seven days prior to any such redemption as aforesaid the Company shall give written notice to all the holders of the Preference Shares specifying the total amount of such shares to be redeemed on that occasion, the number of such holders' shares to be redeemed, the applicable redemption date and the place at which the certificates for such shares are to be presented for redemption*
- 12 3 5 *On redemption the Company shall pay the amount due to each respective holder of such shares against delivery to the Company of the appropriate share certificate for cancellation or an indemnity in a form reasonably satisfactory to the Company in respect of any missing share certificate provided that where any share certificate so delivered includes shares not being redeemed at that time the Company shall forthwith issue to the holder at the same time a fresh certificate for the balance of shares not redeemed (without charge) and provided further that if any shareholder fails to deliver a certificate or an indemnity as aforesaid then the Company shall retain the redemption monies payable to that shareholder on trust until appropriate documents are received (but without obligation to invest or earn or pay interest in respect of the same)*

12.4 As to voting

The holders of the Preference Shares shall not be entitled to receive notice of meetings of or to attend and vote at general meetings of the Company

Signed
Secretary



*I certify this to be a true copy of
the Resolutions*
ERIC LEWIS
16/11/12