



Written Resolution under Companies Act 2006  
Company number 788497  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION  
of  
WOODCHESTER BUSINESS FINANCE LIMITED (the "Company")  
16 October 2012 (the "Circulation Date")

The directors of the Company propose that the following written resolution be passed by the Company as a special resolution

That the articles of association be and are hereby altered as follows

Article 65 be deleted and replaced with the following new article

**Indemnity**

- 65 1 Subject to article 65 6, a relevant director shall be indemnified out of the company's assets against
- (A) any liability incurred by that director in connection with any negligence default, breach of duty or breach of trust in relation to the company or an associated company,
  - (B) any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme, and
  - (C) any other liability incurred by that director as an officer of the company or an associated company
- 65 2 A person who is not a director of the company may be indemnified out of the company's assets, whether pursuant to
- (A) rights granted pursuant to or provided by, any provision of the Companies Acts or any other provision of law, or
  - (B) other rights created by resolution of the directors or by a written agreement providing for such indemnification authorised by any director designated by the board for such purpose
- 65 3 The company shall fund a relevant director's expenditure for the purposes permitted under the Companies Acts and shall do anything to enable a relevant director to avoid incurring such expenditure as provided in the Companies Acts
- 65 4 The company may fund the expenditure of any person in defending any proceeding for which such person is entitled to be indemnified pursuant to article 65 2 and may do anything to enable such person to avoid incurring such expenditure

- 65.5 No relevant director shall be accountable to the company or the members for any benefit provided pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the company
- 65.6 This article does not authorise any indemnity or funding of any director's expenditure which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law
- 65.7 The rights of a director to be indemnified under article 65.1 or to receive funding from the company under article 65.3 shall be in addition to and without prejudice to any other rights which the director may have to be so indemnified or to have expenditure reimbursed by law or otherwise

By order of the board



Director/Secretary

Date 16 October 2012

#### AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, a person entitled to vote on the Resolution on the Circulation Date hereby irrevocably agrees to the Resolution

Signed by

on behalf of **WOODCHESTER (CL) EQUIPMENT FINANCE LIMITED**



Date 22 10 12

#### NOTES

- 1 If you agree with the Resolution please indicate your agreement by signing and dating this document where indicated above
- 2 The document must be sent to the Company in hard copy form or in electronic form
- 3 A member's agreement to written resolutions once signified, may not be revoked
- 4 Written resolutions are passed when the required majority of eligible members have signified their agreement to them
- 5 The period for agreeing to the written resolution is the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006)