

Company number 01141570

**SPECIAL RESOLUTION**

**OF**

**AGF HOLDINGS (UK) LIMITED (the "Company")**

The following resolution was duly passed a special resolution on 20 October, 2011 by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006

**SPECIAL RESOLUTION**

That the articles of association of the Company be and are hereby altered by deleting Article 20 in its entirety and replacing it with the following

- "20 (a) A shareholder or shareholders holding a majority in nominal value of the issued shares may by notice in writing signed by or on behalf of him or them and delivered to the registered office or tendered at a meeting of the directors or at a general meeting of the company at any time and from time to time appoint any person who is willing to act, and is permitted by law to do so, to be a director (either to fill a vacancy or as an additional director) or remove any director from office (no matter how he was appointed) The appointment or removal takes effect immediately on deposit of the notice or on such later date (if any) specified in the notice
- (b) Without prejudice to the powers conferred by article 20(a), any person may be appointed a director by the directors either to fill a vacancy or as an additional director "

Signed for and on behalf of AGF Holdings (UK) Limited

Secretary

Date



20/10/11

WEDNESDAY



\*AUWJVYP1\*

A27

26/10/2011

299

COMPANIES HOUSE