



THE COMPANIES ACT 2006
Q.D.M.C LIMITED (the "Company")

Company Number: 01928536

**PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL**

CHANGE OF ARTICLES OF ASSOCIATION

At a general meeting of the Company, duly convened and held at The Hurtado Centre, 2, Chandler Street, Wapping, London, E1W 2QT on 24th July 2017, the following resolution was duly passed as a special resolution.

SPECIAL RESOLUTION

THAT the existing articles of association of the Association be modified as follows:

- (1) The new following article numbered 54 to be implemented and the numbering of the subsequent articles be amended accordingly:

Conflicts of interest

54.—(1) If a proposed decision of the Council is concerned with an actual or proposed transaction or arrangement with the Association in which a member of the Council is interested, that member of the Council is not to be counted as participating in the decision-making process for quorum or voting purposes.

(2) But if paragraph (3) applies, a member of the Council who is interested in an actual or proposed transaction or arrangement with the Association is to be counted as participating in the decision-making process for quorum and voting purposes.

(3) This paragraph applies when—

(a) the Association by ordinary resolution disapplies the provision of the articles which would otherwise prevent a member of the Council from being counted as participating in the decision-making process;

(b) the member of the Council's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

(4) For the purposes of this article, references to proposed decisions and decision-making processes include any meeting of the Council or part of a meeting of the Council.

(5) Subject to paragraph (6), if a question arises at a meeting of the Council or of a committee of the Council as to the right of a member of the Council to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the

meeting, be referred to the Chairman whose ruling in relation to any member of the Council other than the Chairman is to be final and conclusive.

(6) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chairman, the question is to be decided by a decision of the members of the Council at that meeting, for which purpose the Chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

AND


(2) The wording of article 29 to be amended to read:

‘Unless otherwise determined by General Meeting, the number of the members of the Council shall not be less than 3 nor more than 9’.

AND

(3) The wording of article 46 to be amended to read:

‘The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second casting vote.’

A handwritten signature in black ink, consisting of a large, stylized 'C' followed by a series of loops and a long, sweeping underline that extends to the right.

Colin Parr

Company Secretary