

Special Resolution on Amendment to Memorandum and Articles of Association

Companies Acts

Company number 2353642

Company Name Fletcher Investment Consultants Limited

At an Extraordinary General Meeting of the Members of the above named company held at the Registered office on 11th April 2014

The following Special Resolution was duly passed

- i) That the Articles of Association be amended to as follows
The share capital of the company of 100,000 'A' Shares of £1 each, 100,000 'B' Shares of £1 each and 100,000 'C' Shares of £1 each be increased to create 100,000 'D' Shares of £1 each

Voting

- a) The 'D' shares carry no voting rights.
- b) Regulations 38 and 54 of Table A shall be read and construed accordingly
- c) The 'D' shares shall not entitle the holders to a distribution of the assets of the company in its winding up

Dividends

- a) Subject to the provisions of the Act, the Directors may declare an interim dividend and the company may, by ordinary resolution upon the recommendation of the Directors, declare a final dividend but no amount shall exceed the amount recommended by the Directors
- b) Every meeting of the Directors at which a dividend is declared shall by Board or Ordinary Resolution (as appropriate), direct that such dividend be paid either in respect of A, B, C and D class of shares to the exclusion of the other class of shares
- c) Where a dividend is declared the company may, by ordinary resolution differentiate between the classes as to the amount or percentage of dividend payable
- c) Regulations 102 and 103 of Table A shall not apply to the company

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Chairman

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