

THE COMPANIES ACT 2006  
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

MEARS LIMITED

("Company")

On ~~8 SEPTEMBER~~ 2011 the following resolution was passed as a written resolution of the Company in accordance with section 288 of the Companies Act 2006 (the "**Act**") by all the members of the Company who, at that date, were entitled to attend, and vote, at general meetings of the Company

SPECIAL RESOLUTION

**THAT** the Company's articles of association be amended by the deletion of the current article 7 and its replacement by article 7 set out below

" Facility Agreement"

means the facility agreement dated 9/09/ 2011 between Barclays Corporate and HSBC Bank plc as arrangers, Barclays Bank PLC and HSBC Bank plc as original lenders, Barclays Bank PLC and HSBC Bank plc as hedge counterparties, Barclays Bank PLC as agent and the Company as supplemented, amended and/or novated from time to time

"Security Documents"

has the meaning given in the Facility Agreement

(a) Subject to Article 7(b) below, the directors may, in their absolute discretion and without assigning any reason, refuse to register any transfer of any share whether or not it is a fully paid share

(b) Article 7(a) shall not apply to any transfer of any share -

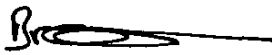
(i) to any Lender (as defined in the Facility Agreement) in accordance with the provisions of the Security Documents, or

(ii) from any of the persons referred to in paragraph 7(b)(i) above to any nominee thereof, or

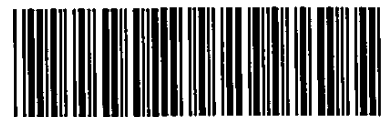
(iii) from any of the persons referred to in paragraphs 7(b)(i) and (ii) above to any third party in accordance with any rights conferred by the Security Documents "

Signed

  
Director/Secretary



TUESDAY



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11/10/2011

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COMPANIES HOUSE