

Company number 02765705

RESOLUTIONS

OF

Cadwalader (Criccieth) Limited (Company)

Passed on 31 May 2013

COMPANIES HOUSE

TUESDAY



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11/06/2013

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At an annual general meeting of the Company duly convened and held at 1 City Road, Cardiff on 31 May 2013 at 11 15am, the following resolutions were duly passed as ordinary resolutions

ORDINARY RESOLUTIONS

(1) THAT, in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, the restriction on the authorised share capital of the Company set out in clause 5 of the memorandum of association of the Company, which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's articles of association, is hereby revoked and deleted

(2) THAT, in accordance with paragraph 43(1) of Schedule 2 to the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008 (SI 2008/2860), the directors be given the powers to⁹³⁹⁰ allot shares in the Company or to grant rights to subscribe for or to convert any security into such shares in the Company under section 550 of the Companies Act 2006 This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006

SPECIAL RESOLUTIONS

(1) THAT, in accordance with article 2(b) of the Company's articles of association, the directors be generally empowered to allot shares without first offering said shares to the existing members of the Company in accordance with the pre-emption rights set out in article 2(b), provided that the authority granted by this resolution shall be limited to the allotment of [NUMBER] shares and shall cease to have effect on 31 December 2013

Signed

Chairman of the meeting