

Private company limited by shares
Written Resolutions
-of -
EURO DISMANTLING SERVICES LTD.
(the Company)

THURSDAY



A35 15/08/2013 #172
COMPANIES HOUSE

Circulation Date: 8 AUGUST 2013

Please read the notes below before signifying your agreement to the resolutions below

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below are passed as special resolutions (the **Resolutions**)

SPECIAL RESOLUTIONS

Special Resolutions

For Against

1 **THAT** the articles of association of the Company be amended as follows



- removing the wording of article 8 and replacing it with "Not Used",
- removing the wording of article 9 and replacing it with "Not Used", and
- inserting a new article "A" as follows

"A Notwithstanding anything contained in these Articles, the Directors of the Company must not decline to register any transfer of shares in the Company and must not suspend any registration thereof, where such transfer is

(i) to a bank or institution to which such shares have been mortgaged or charged by way of security (whether as lender, or agent and trustee for a group of banks or institutions or otherwise) (a **Secured Institution**), or to any nominee of such Secured Institution, pursuant to any such security,

(ii) delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over shares,

(iii) executed by a Secured Institution or its nominee pursuant to the power of sale or other power under any such security, or

(iv) executed by a receiver or manager appointed by or on behalf of any Secured Institution or its nominee, under any such security,

and furthermore, notwithstanding anything to the contrary contained in

these Articles

(i) no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or to its nominee,

(ii) no Secured Institution or its nominee, and

(iii) no receiver or manager appointed by or on behalf of a Secured Institution or its nominee,

shall be required to provide any written notice to the Company or to offer the shares which are or are to be the subject of any such transfer to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under these Articles or otherwise to require such shares to be transferred to them whether for consideration or not

Furthermore the Company shall have no lien on any shares, which have been charged by way of security to a Secured Institution and the provisions of Regulation 11 of Table A relating to liens over shares shall not apply in respect of any such shares "

- 2 **THAT**, it being for the benefit of the Company and in the interests of the Company for the purpose of carrying on its business and promoting the success of the Company to enter into an overdraft letter, amendment letter, deed of confirmation of guarantee and security, mortgage over shares and legal mortgages, all with HSBC Bank plc (the **HSBC Documents**) substantially in the form supplied to the shareholders together with this Resolution, the Company be and is hereby authorised to enter into, and perform the obligations contained in, each of the HSBC Documents and that any one Director of the Company, or in the case of a document requiring to be executed and delivered as a deed, any two Directors, any one Director and the company secretary or any one Director in the presence of an independent witness be and is hereby authorised to execute and deliver the HSBC Documents on behalf of the Company



We, the undersigned, being sole member of the Company entitled to vote on resolutions of the Company on the Circulation Date **irrevocably agree** to the Resolutions as indicated above

Signed 
For and on behalf of **EDS Group Holdings Limited**

Date **8 AUGUST 2013**

Company number 02917688

NOTES TO SHAREHOLDERS

- (1) If you wish to vote in favour of a resolution please put an "X" in the For box opposite that resolution. If you wish to vote against a resolution please put an "X" in the Against box next to that resolution or leave both boxes next to that resolution blank. Once you have indicated your voting intentions please sign and date this document and return it to the Company by hand, or by post to the Company's registered office.
- (2) If there are no resolutions you agree with, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- (3) Once you have indicated your agreement to the resolution, you may not revoke your agreement.
- (4) If within 28 days of the Circulation Date insufficient agreement has been received for a resolution to pass, that resolution will lapse. If you agree to all or any of the resolutions, please ensure that your agreement reaches us before or during this date.