

Company Number 03104421

Certified a true and correct copy
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Signed.....
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The Companies Act 2006

Company Limited by Shares

Written Resolutions

of

Owen Pugh GDC Limited

(Company)

Muckle LLP
Newcastle upon Tyne
Date.. 25.03.2015

COMPANIES HOUSE



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

Special Resolutions

- 1 That the articles of association of the Company be amended by inserting the following new articles

LIEN

- 1 1 article 11 – "notwithstanding anything contained in the Articles, the Company's lien shall not apply to shares which have been charged by way of security to a Secured Institution (as defined in Article 8 2), or to any nominee of such Secured Institution, pursuant to any such security"

- 1 2 article 8 2 – "notwithstanding anything contained in these Articles, the directors of the Company may not decline to register any transfer of shares in the Company and may not suspend any registration thereof, where such transfer is

8 2 1 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) (**Secured Institution**), or to any nominee of such Secured Institution, pursuant to any such security,

8 2 2 executed by a Secured Institution or its nominee pursuant to the power of sale or other power under any such security, or

8 2 3 executed by a receiver or manager appointed by or on behalf of any Secured Institution or its nominee, under any such security,

8 2 4 and furthermore, notwithstanding anything to the contrary contained in these Articles

8 2 5 no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or to its nominee,

8 2 6 no Secured Institution or its nominee, and

8 2 7 no receiver or manager appointed by or on behalf of a Secured Institution or its nominee, shall be required 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"

- 2 That the existing articles of association shall be renumbered accordingly

Agreement

The undersigned, who were entitled to vote on the above resolutions on *24th March 2015* (Circulation Date) hereby irrevocably agree to the Resolutions

Date

24th March 2015

Member

Owen Pugh Holdings Limited

Signature

Notes

- 1 You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions
- 2 If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods
 - **By Hand** delivering the signed copy to Muckle LLP, Time Central, 32 Gallowgate, Newcastle upon Tyne, NE1 4BF
 - **Post** returning the signed copy by post to Muckle LLP, Time Central, 32 Gallowgate, Newcastle upon Tyne, NE1 4BF
- If you do not agree to all of the Resolutions, 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 Resolutions, you may not revoke your agreement
- 4 Unless, within 28 days of the Circulation Date referred to above, sufficient agreement has been received for the Resolutions to be passed, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or on this date
- 5 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members
- 6 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document
- 7 A copy of these Resolutions were forwarded to the auditors of the Company on or before the date hereof