

Company Number: 3489961

**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**OF**  
**BWS INTERNATIONAL LIMITED**

On *05<sup>th</sup> October* 2011 the following written resolutions were passed as special resolutions by the requisite majority of eligible members in accordance with Chapter 2 of Part 13 of the Companies Act 2006

**SPECIAL RESOLUTIONS**

- 1 THAT the articles of association contained in the document annexed to this Resolution be and are adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company
- 2 THAT, subject to the passing of Resolution 1 above, the Company's authorised share capital be increased by the creation of 10,000 'C' Shares of £1 00 each having the rights but subject to the restrictions set out in the articles of association of the Company adopted pursuant to Resolution 1 above to £210,000 divided into 150,000 'A' ordinary shares of £1 00 each, 5,000 'B' ordinary shares of £1 00 each and 10,000 'C' ordinary shares of £1 00 each The 'A' Shares, 'B' Shares and the 'C' Shares in issue from time to time shall each constitute separate classes of share for the purposes of the Articles of Association and the Companies Act 2006, but except as otherwise provided in the Articles of Association, shall rank *pari passu* in all respects
- 3 THAT, subject to the passing of Resolution 1 and Resolution 2 above and in accordance with article 5(a) (i) of the articles of association adopted pursuant to Resolution 1, we being the shareholders of the entire issued share capital of the Company consent to the proposed allotment of a maximum of 3,419 'C' ordinary shares of £1 00 each to Ms Valerie Margaret Whale pursuant to the terms of and on the exercise of the option in accordance with the Enterprise Management Incentive Option Agreement entered into between the Company and Ms Valene Margaret Whale dated 2011

Director



Print Special Resolution for filing at CH  
Doc Ref 1766201

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07/10/2011  
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