

Certified a true copy this ^{gph} 2 day of
~~October~~ 20 13
Stephenson Harwood LLP
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COMPANIES ACT 2006

A PRIVATE COMPANY LIMITED BY SHARES

RECORD OF THE DECISIONS OF THE SOLE MEMBER OF

MUTUAL ONE LIMITED

REGISTRATION NUMBER: 03497117

(THE "COMPANY")

FRIDAY



R219404B

RM

04/10/2013

#108

COMPANIES HOUSE

PROVIDED PURSUANT TO SECTION 357(2) OF THE COMPANIES ACT 2006

(DECISIONS TAKEN ON 1 October 2013)

Pursuant to section 357(2) of the Companies Act 2006, this is a record of details of the following decisions taken by the sole member of the Company on the date written above, being decisions which may be taken by the Company in general meeting and which have effect as if agreed by the Company in general meeting as special resolutions of the Company

SPECIAL RESOLUTIONS

THAT the articles of incorporation of the Company shall be amended with the inclusion of by a new article at the end of the articles of incorporation of the Company which shall read as follows

"Notwithstanding anything contained in these Articles, the directors shall not decline to register any transfer of shares, nor may they suspend such registration, where such transfer

- (a) *is to any Secured Party, or*
- (b) *is delivered to the Company for registration by a Secured Party in order to perfect its security over the shares, or*
- (c) *is executed by a Secured Party pursuant to the power of sale or otherwise under such security,*

and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company (or proposed transferor of such shares) to a Secured Party, and no Secured Party shall be required to offer the shares which are or are to be the subject of any such aforementioned transfer to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not Furthermore, notwithstanding anything contained in these Articles, the Company and the directors shall not be entitled to exercise any lien which the Company has in respect of those shares

For the purposes of this Article "Secured Party" means any bank or financial institution (including, without limitation, Lloyds Bank plc) to which a security interest has been

