

Company No. 03514391

**The Companies Act 2006**

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**Private Company Limited by Shares**

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**Written Resolutions**

**of**

**Kings Hill (No. 1) Limited (the "Company")**

We, the undersigned, being entitled as at 24 September 2012, the date of circulation of these resolutions, to attend and vote at general meetings of the Company, **RESOLVE** that the following resolutions be passed as written resolutions having effect as special resolutions of the Company:

**Special Resolutions**

- 1 **THAT** the articles of association of the Company be amended by replacing the existing Article 6 with the wording as follows:

"6 Subject to Article 6A below, the directors may, in their absolute discretion and without giving any reason, refuse to register the transfer of a share to any person, whether or not it is a fully paid share or a share on which the Company has a lien."

2. **THAT** the articles of association of the Company be amended by inserting a new Article 6A as follows:

"6A Notwithstanding anything contained in these Articles, shares may be transferred to any party and the directors shall not decline to register any transfer of shares, nor may they suspend registration of any shares, where such transfer is executed by any person to whom such shares have been charged by way of security, or by any nominee of any such person, pursuant to a power of sale under such security, or where the proposed transferee is any person to whom such shares have been charged by way of security, or any nominee of any such person, and a certificate by any such person or any employee of any such person that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts."

Date of circulation: 24 September 2012

  
For and on behalf of Cabot Financial (Europe) Limited

Date of signature: 24 September 2012

THURSDAY

