

THE COMPANIES ACT 2006

Company number 3707955

Private Company Limited by shares

**WRITTEN RESOLUTION**

OF

THE SOLE MEMBER OF

**EPOQ LEGAL LTD**

**(the "Company")**

SATURDAY



A05

19/01/2013

COMPANIES HOUSE

#321

16 January 2013 (the "Circulation Date")

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 (together the "Resolutions")

That

- 1 The terms of a composite guarantee (the "**Guarantee**") to be given by the Company and Epoq Group Ltd in favour of Santander UK plc in respect of the liabilities of each of them and its execution and performance by the Company of the Guarantee be approved
- 2 The directors of the Company be authorised to cause the execution and delivery of the Guarantee with such amendments as they may approve at their discretion
- 3 The execution, delivery and performance of the Guarantee (together with that of any ancillary documents referred to in the Guarantee) is for the benefit of and in the best interests of the Company for the purposes of carrying on its business
- 4 Any acts done or documents executed pursuant to any of the forgoing paragraphs of this resolution shall be valid, effective and binding upon the Company, notwithstanding any limitation on the borrowing or other powers of the directors of the Company contained in or incorporated by reference in the Company's Articles of Association (any such limitation being hereby suspended, waived, relaxed or abrogated to the extent required to give effect to the forgoing resolutions)
- 5 A new article 7A of the Articles of Association of the Company, as set out below, be approved and adopted

**"7A TRANSFER TO CHARGE OR MORTGAGEE**

Notwithstanding any provisions contained in these Articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise)

- (a) the directors shall not decline to register any transfer of shares which have been mortgaged or charged or are expressed to be mortgaged or charged made by any shareholder of the Company nor suspend registration thereof where such transfer is in favour of
- (i) a chargee or mortgagee of such shares, or
  - (ii) any nominee of a chargee or mortgagee of such shares, or
  - (iii) a purchaser of such shares from a chargee or mortgagee (or its nominee) of such shares, or
  - (iv) a purchaser of such shares from any receiver, administrative receiver or administrator appointed by a chargee or mortgagee of such shares
- and a certificate by the relevant chargee or mortgagee (or an officer thereof) that the relevant transfer is within paragraph (i), (ii), (iii) or (iv) above shall be conclusive evidence of that fact
- (b) no lien shall attach to the shares of the Company which have been mortgaged or charged or are expressed to be mortgaged or charged by any shareholder of the Company, whether any moneys are presently payable or not, and the Company shall not exercise any rights to sell those shares and Regulations 9 to 11 in Table A shall be amended accordingly
- (c) the directors shall not have any right of forfeiture over the shares of the Company which have been mortgaged or charged or are expressed to be mortgaged or charged by any shareholder of the Company and Regulation 19 to 22 of Table A shall be modified accordingly "

## AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions

The undersigned, being the sole member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions

SIGNED this 16<sup>th</sup> day of January 2013

Signed

Name GRANTY COHEN (PRINT NAME)

For and on behalf of  
EPOQ Group  
Ltd (Epoq Group  
Ltd)

## NOTES

- 1 If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company

If you do not agree to the Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply

- 2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 3 Unless, by 13 / 3 / 2013, sufficient agreement has been received from the required majority of eligible members for the Resolutions to be passed, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before this date