

Company registration number: 3872186

WRITTEN RESOLUTION
OF
10 GROSVENOR STREET LIMITED
(the "Company")

Pursuant to Chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as a special resolution (the "**Resolution**")

That:

A new article 7.4 of the Articles of Association of the Company, as set out below, be approved and adopted

"7.4 Notwithstanding anything otherwise provided in these articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to share transfers, or otherwise), the directors shall not decline to register any transfer of shares 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 (1), (2), (3) or (4) above shall be conclusive evidence of that fact."

AGREEMENT

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

Members of the Company who are eligible members because they are entitled to vote on the Resolution on the circulation date (that is the first date on which copies of the Resolution are first sent to members, being *9 March* 2012) should sign and date below to signify their agreement to the Resolution

This Resolution must be passed by the requisite majority by the end of the period of 28 days beginning with the circulation date otherwise it will lapse. The agreement of a member to this Resolution is ineffective if signed after this date

The undersigned, being the sole member of the Company entitled to vote on the Resolution on the circulation date, hereby irrevocably agrees to the Resolution



Dated 9 March 2012.

Signed M. Howard

Name M. Howard (Print name)

For and on behalf of Grosvenor Management Limited (being the sole member of the Company)

NOTES

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

1. Once you have indicated your agreement to the Resolution, you may not revoke your agreement
2. Unless, by the end of the period of 28 days beginning with the circulation date, sufficient agreement has been received from the required majority of eligible members for the Resolution to be passed, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us on or before this date
3. 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

