

Company Number 3980770

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF

Ufi Limited

CIRCULATION DATE -

6 November 2007

LAST DAY FOR RECEIPT OF AGREEMENT -

9 November 2007

FRIDAY



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09/11/2007

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COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, members of Ufi Limited propose that resolutions 1, 2, 3 and 4 set out below are passed as Special Resolutions which will be passed on the first day when the Company Secretary has agreement from those who have 75% or more of the votes

#### SPECIAL RESOLUTIONS

1 That Ufi Limited shall not have an Annual General Meeting and that Articles of Association of Ufi Limited be amended as follows

Article 42 – be amended by deletion of the words,

“All general meetings other than annual general meetings shall be called extraordinary general meetings ”  
and insertion of the words,

“The Company shall not have an annual general meeting”,

Article 43 – be amended to read,

“The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall comply with their obligations under the Act to forthwith proceed to give notice of a general meeting not later than 21 days after receiving a valid request for same for a date which is in any case not later than 28 days after notice of the meeting. If there are not within the United Kingdom sufficient Directors to call a general meeting, any Directors or any member of the Company may call a general meeting ”

Article 44 – be amended to read,

“A general meeting called for the passing of a special resolution or a resolution appointing a person as a Director shall be called by at least 21 days’ clear notice. All other general meetings shall be called by at least 14 days’ clear notice but a general meeting may be called by shorter notice if it is so agreed by a majority in numbers of members having a right to attend and vote, being a majority together holding not less than -

(a) ninety five per cent in nominal value of the shares giving that right, or

(b) if a special resolution specifies some other qualification of the majority that qualification

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted "

Article 45 – be amended to delete the words,

" and, in the case of an annual general meeting, shall specify the meeting as such "

Article 46 – be amended to delete the words,

" in the case of special business "

Article 47 – be amended by replacement with the words,

"not used"

2 That Ufi Limited may send or supply documents or information including written resolutions to members by making them available on a website, by email or by other electronic means and that the Articles of Association of Ufi Limited be amended as follows

Article 115 be amended by the substitution of the words,

"Any notice, documents or information to be given to or by any person pursuant to these articles shall be in written form except that a notice calling a meeting of Directors need not be in writing The Company may send or supply documents or information including written resolutions to members by making them available on a web site, by email or by other electronic means "

3 That Ufi Limited may have written resolutions of members in accordance with Part 13 Chapter 1 and Chapter 2 Companies Act 2006 and written resolutions by a quorate majority of Directors and that the Articles of Association of Ufi Limited be amended as follows

Article 69 shall be amended to read,

" The members of the Company may resolve upon any matter properly so resolved upon by means of one or more written resolutions at the instance of either the directors or the members in accordance with the provisions of Part 13 Chapters 1 & 2 Companies Act 2006 subject to compliance with Section 381B of the Companies Act 1985 or Section 502 Companies Act 2006 (rights of the Company's auditors to be sent written resolutions proposed to be agreed and to respond if they wish) or any re-enactment or statutory modification of same "

Article 100 shall be amended to read,

" A resolution in writing sent to all the Directors as if it were a members written resolution sent to members signed by the greater of 4 directors of whom at least 2 are trustees of the Chanty (or their alternate) and a majority of all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as effective for all purposes as a resolution passed at a meeting of the directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more of the directors The directors shall be entitled to accept that a resolution has been signed by a director if -

- (1) the directors receive a copy of the resolution bearing a facsimile of the director's signature,
- (2) it has been signed by an alternate director validly appointed by a director. If such a resolution is signed by an alternative director validly appointed by a director, it shall not be necessary for that director also to sign the resolution. If such a resolution is signed by a director who has appointed an alternate director, it shall not be necessary for his alternate director also to sign that resolution in that capacity

and, if the directors do so accept, the resolution shall be effective for all purposes as having been signed by the director "

4 That the quorum of the UFI Limited board of directors be four and that the Articles of Association of Ufi Limited be amended as follows

Article 70 be amended to read,

"The number of directors shall not be less than four but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum. A majority of the directors shall be trustees of the Chanty"

Article 94 be amended as follows

"The quorum for the transaction of the business at a meeting of the directors shall be four directors two of whom shall be directors who are trustees of the Chanty (or their alternate) and where a conflict of interest arises between the duty as director of the Company and the duty as trustee of the Chanty such that the individuals holding offices as director of the Company and trustee of the Chanty consider that they cannot vote the quorum shall comprise two directors not so conflicted "

#### AGREEMENT

Please read the notes set out below before giving your agreement to the Special Resolutions

Ufi Charitable Trust, a person entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agrees to the Special Resolutions

Signed as duly authorised for and on behalf of Ufi Charitable Trust

Chairman



Date

6<sup>th</sup> November 2007

Secretary

Lesley Ward

Date

6/11/07

## NOTES

1 You can either agree to all of the Special Resolutions or not agree to any of them. You cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- **By Hand** delivering the signed copy to the Company Secretary
- **Post** returning the signed copy by post to the Company Secretary at the Company registered office
- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to [lward@ufi.com](mailto:lward@ufi.com). Please enter "Ufi Limited Written resolutions" in the e-mail subject box.

If you do not agree to all of the resolutions, please note that you will be deemed not 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 2 December 2007, the last day for receipt of agreement, sufficient agreement has been received for the resolutions to pass, being at least 75% of the votes of members entitled to vote at the circulation date, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches the Company Secretary before or during this date. The date of the resolutions shall be the first date on which the Company Secretary has received agreement from those who have 75% or more of the votes.

5 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.