

Company No 04062000

THURSDAY



LD5 "L15PEJHM" 29/03/2012 #150
COMPANIES HOUSE

**WRITTEN RESOLUTION
OF
PHIP (SHEERNESS) LIMITED**
(the "Company")
Circulated on 16 March 2012 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a written resolution of the Company having the effect as a special resolution (the "Resolution")

SPECIAL RESOLUTION

THAT the Company amend its Articles of Association in the following manner

- Delete Article 3 1 and in its place insert a new Article 3 1 to read "Regulations 8 to 10 (inclusive) of Table A shall not apply to the Company", and
- Delete Article 13 1 and in its place insert a new Article 13 1 to read "Regulation 24 of Table A will not apply and the Directors may in their absolute discretion and without assigning any reason, decline to register any transfer of any share, whether or not it is a fully paid share provided that the Directors may not (a) refuse to register a transfer that is executed by or in favour of a bank or any other lender to whom such shares have been mortgaged or charged (or in favour of any nominee of such a bank or other lender), or (b) suspend the registration of any member that is a bank or other lender (or nominee thereof) to whom such shares have been mortgaged or charged. A certificate from any official of the relevant bank or other lender will be conclusive evidence of the mortgage or charge of such shares "

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution. The undersigned shareholder entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution

for and on behalf of

PHIP CH LIMITED

Dated: 16 March 2012

NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company
- 2 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
- 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 4 Unless sufficient agreement has been received for the Resolution to be passed before the end of the period of 28 days beginning on the Circulation Date, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before the end of this period

Company No 04062000

PHIP (SHEERNESS) LIMITED
(the "Company")

WRITTEN RESOLUTION OF THE COMPANY

PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006

PASSED ON 16 March 2012

The following written resolution duly proposed by the directors of the Company was duly passed by the Company as a special resolution

SPECIAL RESOLUTION

THAT the Company amend its Articles of Association in the following manner

- Delete Article 3 1 and in its place insert a new Article 3 1 to read "Regulations 8 to 10 (inclusive) of Table A shall not apply to the Company", and
- Delete Article 13 1 and in its place insert a new Article 13 1 to read "Regulation 24 of Table A will not apply and the Directors may in their absolute discretion and without assigning any reason, decline to register any transfer of any share, whether or not it is a fully paid share provided that the Directors may not (a) refuse to register a transfer that is executed by or in favour of a bank or any other lender to whom such shares have been mortgaged or charged (or in favour of any nominee of such a bank or other lender), or (b) suspend the registration of any member that is a bank or other lender (or nominee thereof) to whom such shares have been mortgaged or charged. A certificate from any official of the relevant bank or other lender will be conclusive evidence of the mortgage or charge of such shares "