

Company number 04134131

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

CEP REALITY LIMITED ("the Company")

2013 ("the Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions ("the Resolutions")

SPECIAL RESOLUTION

- 1 THAT the draft Articles attached to this resolution be adopted in place of and to the exclusion of the Company's existing Articles of Association and Memorandum of Association
- 2 THAT all the provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Companies Act 2006 are treated as deleted, and
- 3 THAT the 'A' and 'B' ordinary shares currently in issue are all redesignated as ordinary shares

AGREEMENT

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

The undersigned, being all those persons entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution:

Signed by MICHAEL BARTON for and on behalf of the M P Barton Discretionary Settlement

MPB

Date

17 December 2013

FRIDAY



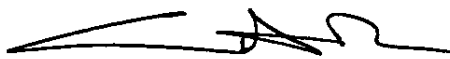
A28 03/01/2014 #272
COMPANIES HOUSE

Signed by MICHAEL BARTON

Date

M.P.B.-L.
17 December 2013

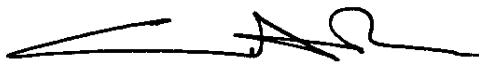
Signed by STEVEN ROSS for and on behalf of the Steven Austen Ross Discretionary Settlement


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Date

17 December 2013

Signed by STEVEN ROSS


.. .. .

Date

17 December 2013


Signed by MICHAEL BARTON for and on behalf of the Sandra Barton Discretionary Settlement

M.P.B.-L.

Date

17 December 2013

Signed by STEVEN ROSS for and on behalf of the Wendy Ross Discretionary Settlement


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Date

17 December 2013

NOTES

- 1 You may agree to all or none of the Resolutions You may not agree to part of them
- 2 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version in one of the following ways
 - a either by hand or by post to Stephen Jarman at Taylors Solicitors, Ninth Floor, 80 Mosley Street, Manchester, M2 3FX
 - b by email by attaching a scanned copy of the signed document to an email and sending it to Stephen.Jarman@taylors.co.uk.
 - c by fax to 0844 8000 265 for the attention of Stephen Jarman

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 Resolution, you may not revoke your agreement
- 3 Unless, by the date 28 days from the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse If you agree to the Resolution, please ensure that your agreement reaches us before or during this date