

Company Number: 04520239

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

WHITE HART ASSOCIATES (LONDON) LIMITED

Circulation Date 6 November 2012

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 Special Resolution.

**SPECIAL RESOLUTION**

THAT a new Article 18 of the Company's Articles of Association be included as follows under the heading "Disclosure of Interest in Shares"

**Disclosure of Interest in Shares**

- 18 1      a)      A member shall make notification to the company in writing of any interest held by any other person in some or all of the company's shares that the member holds, or any change in any interest held, including cessation of any interest
- b)      A person who acquires any interest in the shares of the company shall make notification to the company in writing of that interest and of any subsequent change in that interest, including cessation of an interest
- c)      Notification under paragraphs (a) or (b) must be made within the period of 2 days next following the day on which the obligation to notify arises
- d)      The notification must identify the member who holds the shares, the number of shares held by that member, the number of shares in which the interest is held, the identity of the person holding the interest and the nature of the interest
- e)      Where the notification is of the cessation of an interest in the shares, the notification shall state the identity of any new holder of an interest in those shares
- 18 2      The company may, by notice in writing require a member or any other person appearing to it to hold or to have held an interest in the shares of the company within such reasonable time as may be specified in the notice, to
- a)      provide details of any interest held currently and/or held within the previous three years;

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- b) provide, where a person has previously held an interest in the company's shares, particulars of the identity of any person who subsequently held that interest

18 3 Where.

- a) notice is served by the company under article X(2) on a member or any other person appearing to it to be interested in shares held by a member and that member (or other person) fails to give the company any information requested by the notice within the time specified in it, and/or
- b) an application for audit registration is refused or audit registration is proposed to be, or has been, withdrawn by the recognised supervisory body and the company is notified that the grounds upon which such decision was made consisted of or included any matters relating to any person who holds shares in the company or who has an interest in shares,

then the directors may, by resolution, direct that the holder of the shares in question shall not be entitled in respect of any shares held by him to vote either personally or by proxy at a general meeting of the company or at a meeting of the holders of any class of shares of the company or to exercise any other right conferred by membership in relation to general meetings of the company or meetings of the holders of any class of shares of the company

18 4 The directors may, by resolution, revoke a direction

- a) made under article X(3)(a) if they are satisfied that the relevant facts about the shares in question have been disclosed to the company,
- b) made under article X(3)(b) if the decision therein referred to has been rescinded, revoked or has otherwise ceased to have effect,
- c) made under either article X(3)(a) or (b) if they are satisfied that the shares in question are to be transferred for valuable consideration and the directors have approved the transfer

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

The undersigned, the person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution

Signed by



Date

22/11/2012

## 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 using one of the following methods

- By Hand delivering the signed copy to N. Spoor
- Post returning the signed copy by post to N Spoor

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

- 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 3 UNLESS, by 6 November 2012, 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
- 4 In the case of joint holders of shares, only one vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 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