

## Appendix 1

## Shareholder Resolution

## THE COMPANIES ACT 2006

## PRIVATE COMPANY LIMITED BY SHARES

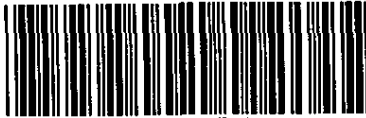
## MEMBER'S WRITTEN RESOLUTION

of

Marlin Financial Services Limited

(the "Company")

Company number 04618038



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23/10/2012

#77

COMPANIES HOUSE

Circulation date. 19 October

2012 10 Queen Street Place, London, EC4R 1BE  
T +44 (0)20 7111 2222ORIGINAL SEEN  
CERTIFIED A TRUE**COPY**ANY PHOTOGRAPHIC EVIDENCE OF  
IDENTITY PROVIDED A GOOD LIKENESSSigned *[Signature]*Name of Solicitor *APRILIA DHUNDIA*Date *22/10/2012*

SJ BERWIN LLP

10 Queen Street Place, London, EC4R 1BE  
T +44 (0)20 7111 2222

Pursuant to section 291 of the Companies Act 2006, the directors of the Company propose that the resolution set out below be passed as a special resolution of the Company

We, the undersigned, being the sole member of the Company who at the circulation date is entitled to vote on the resolution hereby agree, pursuant to section 283 of the Company Act 2006, that the following written resolution be passed as a special resolution, being for all purposes as valid and effective as if passed by us as a special resolution at a general meeting of the Company

**SPECIAL RESOLUTION**

**IT WAS RESOLVED THAT the articles of association of the Company be amended as follows:**

- 1 By the insertion of the following article as Article 8A immediately following Article 9

"9A Notwithstanding anything to the contrary contained in these Articles or in Table A, the Company shall have no lien on any share that has been charged to a Secured Party (as defined in Article 11(P) below) by a member by way of security and has been transferred to such a Secured Party or nominee thereof in connection with the enforcement or the perfection of its rights in connection with such security "

- 2 By the insertion of the following article as Article 11(P), immediately following Article 11(O)

"11(P) 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

- (a) where such transfer is in favour of a bank or other financial institution or any nominee of a bank or other financial institution and the transfer is as contemplated by, or pursuant to, any mortgage or charge of shares or any call or other share option granted in favour of such a lender, bank or other financial institution (in each case a "Secured Party"), or
- (b) where such transfer is delivered to the Company for registration by or on behalf of a Secured Party or its nominee in order to register the Secured Party or its nominee as the legal owner of the shares or in order to transfer the shares to a third party upon disposal or realisation of shares following the Secured Party or its nominee having become entitled to exercise or enforce its rights under any such mortgage, charge and/or call or other option, or

- (c) where such transfer is executed by a Secured Party or its nominee pursuant to the power of sale or the power under such security,

and, furthermore, notwithstanding anything to the contrary contained in these Articles, no transferor, or proposed transferor, of any such share to a Secured Party or nominee thereof, and no Secured Party or nominee thereof, shall, (in respect of any transfer referred to above) be required to provide any prior written notice to the Company or to offer any such share to the members for the time being of the Company or any of them and no such member shall have any right under the Articles or otherwise howsoever to require any such share to be transferred to that member whether for any valuable consideration or otherwise "

Please read the notes below before signifying your agreement to the resolution

The undersigned, a person entitled to vote on the above resolution on **19 October** 2012, hereby irrevocable agrees to the resolution,

J-S Telford

Signed by

(print name of signatory)

J-S Telford

Signature

for and on behalf of **Black Tip Capital Holdings Limited**

Date **19 October** 2012

Notes

- 1 If you agree to the above resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company
  - (d) by delivering it by hand or by posting it to Marlin House, 16-22 Grafton Road, Worthing, West Sussex, BN11 1QP marked for the attention of Juliet Telford, or
  - (e) by sending it as an attachment to an email at [juliet.telford@marlinfs.com](mailto:juliet.telford@marlinfs.com)
- 2 A member's agreement to a written resolution, once signified, may not be revoked
- 3 A written resolution is passed when the required majority of eligible members have signified their agreement to it
- 4 The resolution set out above must be passed before the date that is 28 days after the date of circulation of such resolution
- 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