

COMPANY NUMBER 4847237

SPECIAL RESOLUTION OF
NAPIER COURT FREEHOLD LIMITED (the "Company")

Passed on 11 October 2011

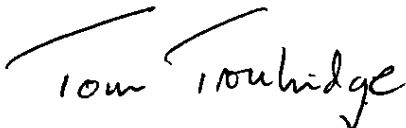
At a general meeting of the Company duly convened and held at the Terrace Room of The Hurlingham Club, Ranelagh Gardens, London SW6 3PR on Tuesday 11th October 2011 at 6 30pm, the following resolution was duly passed as a special resolution

SPECIAL RESOLUTION

That the articles of association of the Company be altered by

- (a) adding the new Article 4 7 set out in Appendix 1,
- (b) deleting the present Article 6 and replacing it with the new Article 6 set out in Appendix 1, and
- (c) deleting the present Article 9 and replacing it with the new Article 9 set out in Appendix 1

Signed



Date 21 October 2011

Sir Thomas Troubridge

Chairman/Director



APPENDIX 1

AMENDMENTS TO THE COMPANY'S ARTICLES OF ASSOCIATION

NEW ARTICLE 4.7

- 4 7 The Company shall each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it Not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next An annual general meeting must be called by notice of at least 14 days The board of directors shall give the Members not less than 1 month's written notice of the intended date of each annual general meeting

NEW ARTICLE 6

6. NUMBER AND APPOINTMENT OF DIRECTORS

- 6 1 The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution in general meeting of the Company Subject to and in default of any such determination the maximum number of directors shall be ten and the minimum number of directors shall be two Regulation 64 in Table A shall not apply to the Company
- 6 2 Regulations 73 – 80 (inclusive) in Table A shall not apply to the Company
- 6 3 At each annual general meeting of the Company all the directors shall retire from office A retiring director may be reappointed
- 6 4 A Dwellingholder shall be entitled (for each Flat in his ownership) to propose one person (including himself if the Dwellingholder is a sole individual or one of them if two or more persons are for the time being a Dwellingholder) to be a director
- 6 5 No person shall be appointed or reappointed a director of the Company at any general meeting unless
- (a) he is recommended by the directors, or
 - (b) not less than twenty-one clear days before the date appointed for the meeting, notice signed by a Dwellingholder qualified to vote at the meeting in his capacity as a member has been given to the Company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Company's register of members together with notice signed by that person of his willingness to be appointed or reappointed
- 6 6 Not less than seven nor more than twenty-eight clear days before the date appointed for the holding of a general meeting, notice shall be given to all who are entitled to receive notice of the meeting of any person who is recommended by the directors for appointment or reappointment as a director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for the appointment or reappointment as a director The notice shall give the

particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Company's register of directors

- 6 7 The Company may by ordinary resolution appoint a person who is willing to act as a director either to fill a vacancy or as an additional director
- 6 8 The directors may appoint a person who is willing to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the articles as the maximum number of directors. A director so appointed shall hold office only until the next following annual general meeting

NEW ARTICLE 9

9. AUTOMATIC TERMINATION OF DIRECTORSHIP

- 9 1 Subject to Article 9 2 below, the office of a Director shall be automatically terminated if (a) he ceases to be a Member of the Company, (b) his proposing Member ceases to be a Member of the Company or, (c) having been proposed by a Member, on written instruction from that Member. Regulation 81 in Table A shall be modified accordingly
- 9 2 In the event that a Member/ Director ceases to be a Member or the proposing Member of a Director ceases to be a Member, the board of directors shall be entitled (but not obliged) to defer such termination of office until the next Annual General Meeting