

Registered Number 4996085

**The Companies Act 1985**  
**Company Limited by Shares**  
**MAYPOLE DOCK Limited**

Minutes of a General Meeting of the Members of Maypole Dock Limited held at 21 Hemington Avenue, Friern Barnet, London N11 3LR on *28<sup>th</sup> October* 2008

Present: Geoffrey Owen, being the holder of 100% the issued shares and voting rights in the Company

It was resolved unanimously to dispense with the requirement of 14 days notice.

It was RESOLVED by the member present, being the sole member of the Company, that the Resolutions below take effect.

1. It was RESOLVED by Special Resolution that the Articles of Association of the Company be amended as follows:

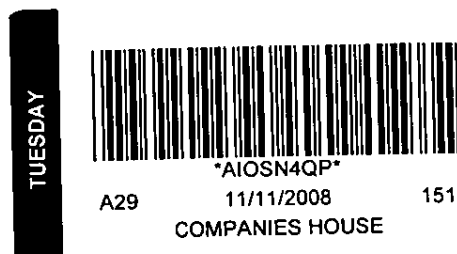
**Share Capital**

The capital of the Company shall consist of (A) Redeemable Preference Shares , (B) A Ordinary Shares and (C) B Ordinary Shares

- (i) The special rights attached to each class of share shall be as follows

**(A) Redeemable Preference Shares**

- (ii) The Company may issue shares which are redeemable whether out of distributable profits or otherwise including but not limited to the proceeds of a fresh issue of shares at the option of the Company.
- (iii) The Company may make any payment in respect of the redemption or purchase of any of its own fully paid shares out of distributable profits of the Company or otherwise including but not limited to a fresh issue of shares or, so long as the Company is a private company, capital or, as aforesaid, partly one way and partly another, and as redemption on such terms and in such manner as may be determined at any time or times by the Board provided always that any shares purchased or redeemed by the Company shall be treated as cancelled
- (iv) The holders of redeemable preference shares shall not be entitled to attend meetings of members of the Company or vote on any matter



- (v) The holders of redeemable preference shares shall be entitled to receive 7 5% of the nominal value of the redeemable preference shares in each year such shares are in existence, this being the coupon rate. The coupon shall be cumulative and declared on the first day of every month, in so far as there are funds available for the payment of such coupon, in priority to the payment of any dividend on the A Ordinary Shares. Each such dividend shall provided it shall be lawful to pay it and notwithstanding it is expressed to be cumulative automatically become a debt due from and payable by the Company on each payment date.
- (vi) On a dissolution or winding up of the Company the holders of redeemable preference shares will be entitled to a repayment of capital paid at the full subscription price together with any arrears of dividend not declared or not paid in priority to other shareholders and shall rank equally with other shareholders pro rata to the nominal value of each share on payment out of any remaining capital and any remaining surplus assets.
- (vii) On a dissolution of the Company, the holders of redeemable preference shares shall be entitled to be redeemed in full together with any arrears of dividend not declared or not paid before the return of any capital to the holders of ordinary shares.
- (viii) The Company may at any time by giving not less than 60 days' notice to the holders of redeemable preference shares, redeem the said shares. Such redemption may be of all or some of the said shares, provided that the redemption, if not of all such shares, shall be applied ratably to each of the holders of such shares. In so far as the said shares are not all redeemed, the Company may give subsequent notices to redeem, in which case the same requirements shall apply.

**(B) A Ordinary shares**

- (ix) The holders of A Ordinary Shares shall be entitled to attend all meetings of members of the Company, and to vote in respect of each such share on any matter and shall be entitled to dividend payments as when declared by the Board from time to time.

**(c) B Ordinary Shares**

- (x) The holders of B Ordinary Shares shall have no voting rights and shall have no entitlement to dividend payments.

- 2 It was RESOLVED that the Secretary do reprint the Articles of Association and do within 14 days communicate resolution 1 above and the reprinted Articles to the Registrar of Companies

**GEOFFREY OWEN**

**850**

**A ORDINARY SHARES**

