

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF THE MEMBERS

of

ALLIED LONDON (MANCHESTER HOUSE) LIMITED (the Company)

(Registered No. 05261598)

(passed on 13.12. 2012)

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company (the **Directors**) proposed the following resolution be passed as a special resolution.

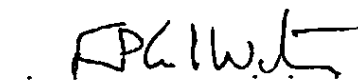
SPECIAL RESOLUTION

THAT the articles of association of the Company be amended by adding the following new article 21.

"21 Any lien on shares which the Company has shall not apply in respect of any shares which have been charged or mortgaged by way of security to a bank, lender or other financial institution (or in favour of any nominee of such bank, lender or financial institution) and the provisions of article 5 and of article 8 of Table A in the Statutory Instrument No 805 of 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 relating to liens over shares shall not apply in respect of any such shares charged or mortgage by way of security "

AGREEMENT OF MEMBERS

We, being persons entitled to vote on the Written Resolution on (the **Circulation Date**), irrevocably agree to the Written Resolution:



Signed by

Date

13.12.2012

TUESDAY



A33GQ74R

A23

11/03/2014

#4

COMPANIES HOUSE

NOTES

1. If you agree with the Written Resolution, please.

- a) sign this document above alongside your name or the name of the person on whose behalf you are authorised to act, and
- b) return the signed document (together with a copy of any authority under which you have signed it – see note 3 below) by one of the following methods
 - i. by delivery in person or by hand to the Company Secretary, Allied London (Manchester House) Limited, 1st Floor, 33 Cork Street, London W1S 3NQ; or
 - ii by post to the Company Secretary, Allied London (Manchester House) Limited, 1st Floor, 33 Cork Street, London W1S 3NQ

You should not return the document to any other person or address, whether such person's name and address is included in a document accompanying this document or otherwise. By returning the document as set out above you irrevocably confirm that any director of the Company is authorised at his sole discretion to deliver the document to the Company on your behalf and shall (under the date of delivery of such document to the Company) continue to hold the document as your agent and not as agent for the Company

- 2. Unless by the end of the period of 28 days beginning with the Circulation Date sufficient agreement has been received by the Company for the Written Resolution to pass, it will lapse
- 3 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 when returning this document as set out in note 1(b) above.

The Written Resolution was passed as a special resolution on 13 12. 2012; the signatory being the sole member of the Company entitled to vote on the resolution on the date on which the resolution was first circulated.

...  ...
Chairman/Secretary/Director (Delete as appropriate)