

## COMPANIES ACT 2006

### SPECIAL RESOLUTION

Plainlaw biz LTD (Company)

Company number 05441052

At a General Meeting of the members of the Company, duly convened and held at Acers, Doggetts Wood Lane, Chalfont St Giles, Bucks HP8 4<sup>TH</sup> on 15<sup>th</sup> November 2011 at 9 00am (Meeting) it was resolved that the Articles of Association of the Company be and hereby amended to include the following Article -

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#### 1 SHARE CAPITAL

1 1 Except as otherwise provided in these Articles, the A Shares and the B Shares shall rank pari passu in all respects but shall constitute separate classes of shares

1 2 On the transfer of any share as permitted by these Articles

- (a) a share transferred to a non-shareholder shall remain of the same class as before the transfer, and
- (b) a share transferred to a shareholder shall automatically be redesignated on transfer as a share of the same class as those shares already held by the shareholder

If no shares of a class remain in issue following a redesignation under this article, these Articles shall be read as if they do not include any reference to that class or to any consents from, or attendance at any meeting or votes to be cast by, shareholders of that class or directors appointed by that class

1 3 No variation of the rights attaching to any class of shares shall be effective except with the sanction of a special resolution of the holders of the relevant class of shares Where a special resolution to vary the rights attaching to a class of shares is proposed at a separate general meeting of that class of shares, all the provisions of these Articles as to general meetings of the Company shall mutatis mutandis apply, but so that the necessary quorum shall be one holder of the relevant class present in person or by proxy or (being a corporation) by a duly authorised representative For the purpose of this article, one holder present in person or by proxy or (being a corporation) by a duly authorised representative may constitute a meeting

1 4 Each of the following shall be deemed to constitute a variation of the rights attached to each class of shares

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- (a) any alteration in the Articles,
- (b) any reduction, subdivision, consolidation, redenomination, purchase or redemption by the Company of its own shares or other alteration in the share capital of the Company or any of the rights attaching to any share capital, and
- (c) any resolution to put the Company into liquidation

**2. UNISSUED SHARES**

- 2.1 No shares in the Company shall be allotted nor any right to subscribe for or to convert any security into any shares in the Company shall be granted unless within one month before that allotment or grant (as the case may be) every shareholder for the time being has consented in writing to that allotment or grant and its terms and to the identity of the proposed allottee or grantee
- 2.2 No share of any class nor any right to subscribe for or to convert any security into a share of any class shall be allotted or granted otherwise than to the holder of a share of that same class
- 2.3 In accordance with section 567(1) of the Act, sections 561 and 562 of the Act shall not apply to an allotment of equity securities (as defined in section 560(1) of the Act) where the consent to that allotment of every shareholder has been obtained as required by these Articles and that allotment otherwise conforms to the requirements of these Articles

SIGNED



Director, on behalf of the Company