

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**  
**of**  
**BMS EMPLOYEE TRUST LIMITED**  
**("Company")**

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2011

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a written resolution of the Company, having effect as a special resolution (the "**Resolution**")

**SPECIAL RESOLUTIONS**

- 1 **THAT** the provisions of the articles of association of the Company be altered by the insertion of a new article 9 as follows (with the existing articles being renumbered accordingly)

"Notwithstanding anything contained in these Articles, the Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer -

is to any bank or institution to which such shares have been charged by way of security, or to any nominee of such a bank or institution (a "Secured Institution"), or

is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or

is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to notify the Company or offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not

Notwithstanding anything contained in these Articles, Article 7 (*Lien on and Forfeiture of Shares*) shall not apply to any share held by a Secured Institution "

Signed

  
Director/Secretary

THURSDAY



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02/06/2011  
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