

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
COPY WRITTEN RESOLUTION
of
A&P GROUP LIMITED
("Company")

PASSED ON 20 March 2013

In accordance with the written resolution procedure in chapter 2 of part 13 of the Companies Act 2006, the following resolution was duly passed on 20 March 2013 as a special resolution

SPECIAL RESOLUTION

1 **That** the articles of association of the Company be amended by

1 1 deleting Article 14.2 in its entirety, and

1 2 inserting the following as a new article 14 2

"14 2 Quorum for Directors' Meetings

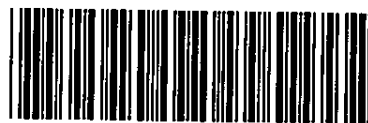
14 2 1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

14 2 2 The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than [two], and unless otherwise fixed it is [two]

14 2 3 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision

14 2 3 1 to appoint further directors, or

14 2 3 2 to call a general meeting so as to enable the shareholders to appoint further directors "



A37 *A259384B* #292
30/03/2013
COMPANIES HOUSE

[Director][Secretary]