

Company Number: 05853196

TUESDAY



**COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**CHRISFYS ROSSETTI LIMITED**

Date Circulated: *27 April* 2011

Pursuant to chapter 2 of Part 13 of the Companies Act 2006, the directors of the above-named Company propose that the following is passed as a special resolution of the Company (the "Resolution")

**SPECIAL RESOLUTION**

- 1 THAT, the draft regulations attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of
  - a the existing articles of association, and
  - b the relevant provisions of the Memorandum of Association of the Company that would otherwise be treated as provisions of the Articles of Association of the Company under section 28 of the Companies Act 2006

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, being the only member of the Company entitled for the time being to receive notice of and vote on the Resolutions hereby irrevocably agrees to the Resolution

Director, for and on behalf of  
Trehaven Group Limited

*27/4/11*  
Date

## NOTES

- 1 If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company
- 2 If you do not agree to the Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 4 Unless sufficient agreement has been received for the Resolutions to pass within 28 days from the circulation date, it will lapse If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date
- 5 As soon as the Resolutions are signed by shareholders holding in aggregate the required percentage of shares (50% for the Ordinary Resolutions and 75% for the Special Resolution), the Resolutions will be validly passed

**The Companies Act 2006**

**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**of**

**CHRISFYS ROSSETTI LIMITED**

**Company Number: 05853196**

**1. PRELIMINARY**

**1 1 Interpretation**

In these articles

1 1 1 "Model Articles" means the regulations contained in The Companies (Model Articles) Regulations 2008,

1 1 2 words and expressions bear the same meaning as they would do if contained in the Model Articles,

1 1 3 headings are included only for convenience and shall not affect meanings, and

1 1 4 references to regulations are to regulations in the Model Articles unless otherwise stated

**1 2 The Model Articles to apply**

The Model Articles shall apply to the Company save insofar as excluded or varied hereby or inconsistent herewith and the Model Articles (save as so excluded varied or inconsistent) and the articles hereinafter contained shall be the regulations of the Company

**2. SPECIAL ARTICLE**

Notwithstanding anything contained in these articles of association

**2 1 The directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer**

2 1 1 Is to any bank, institution or other person which has been granted a security interest in respect of such shares or to any nominee of such person or to a person acting as agent or security trustee for such person (a "Secured Institution"),

- 2 1 2 Is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or
- 2 1 3 Is executed by a Secured Institutional or its nominee pursuant to a power of sale or other power existing under such security

The directors shall forthwith register any such transfer upon receipt, and no transferor of such shares in the Company and no Secured Institution or its nominee shall be required to offer the shares which are or are to be subject of any such transfer 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 of association or otherwise howsoever to require such shares to be transferred to them, whether for any valuable consideration or otherwise

**The Companies Act 2006**

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