

**WINDSOR PARTNERS LIMITED**

("the Company")

Company Number No. 5988409

WEDNESDAY



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**WRITTEN SHAREHOLDERS' RESOLUTION**

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The undersigned, who, at the date of this special resolution being the holder of all the shares of the Company in issue and is entitled to attend and vote at general meetings of the Company hereby resolves to adopt the following special resolution and agree that it shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held

**SPECIAL RESOLUTION**

That the articles of association of the Company be amended as follows

**1) By the addition of the new article below to be numbered Article 13**

- 13 1 The directors shall register the transfer by each shareholder of any share in the Company and, if directed by such shareholder, the transfer by any other person of any share in the Company, but, subject to Article 13 2, the directors shall not register a transfer in any other circumstances
- 13 2 Notwithstanding anything contained in these Articles
- (a) the directors (or director if there is only one) of the Company may not decline to register any transfer of shares in the Company nor suspend registration of any such shares, and
  - (b) any holder of shares in the Company is not required to comply with any provision of the Articles which restricts the transfer of shares or which requires any such shares to be first offered to all or any current shareholders of the Company before any transfer may take place,

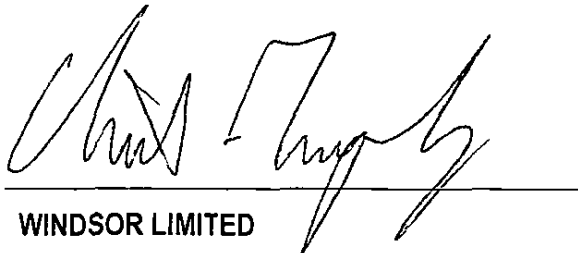
where in any such case the transfer is or is to be

- (i) executed by a bank or institution to which such shares have been mortgaged or charged by way of security (or by any nominee of such bank or institution) pursuant to a power of sale under such security,
- (ii) executed by a receiver or manager appointed by or on behalf of any such bank or institution under any such security, or
- (iii) to any such bank or institution (or to its nominee) pursuant to any such security

A certificate by any officer of such bank or institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts

- 13.3 Any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a bank or financial institution or a subsidiary of a bank or financial institution

Dated this 31<sup>st</sup> August 2012



WINDSOR LIMITED