

**PRIVATE COMPANY LIMITED BY SHARES**

**Written Resolution**

**of**

**Hardman Square Investments Limited (the "Company")**

**Company No. 07278023**

Passed on 13 12 2012

The following resolution was duly passed on 13 12 2012 by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006

**SPECIAL RESOLUTION**

THAT the articles of association of the Company be amended by adding the following new article 47 9

47 9 Notwithstanding anything otherwise provided in these articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise), the directors shall not decline to register any transfer of shares nor suspend registration thereof

47 9 1 where such transfer is in favour of a bank, lender or other financial institution or any nominee thereof or a purchaser of the shares from any of the aforementioned and the transfer has become exercisable as contemplated by, or pursuant to, any mortgage or charge of shares or any call or other share option granted in favour of the relevant bank, lender or financial institution, or

47 9 2 where such transfer is executed by or on behalf of a bank, lender or other financial institution or any nominee thereof (whether by a receiver, any delegate or sub-delegate of the party to whom such security has been granted or otherwise) in favour of any third party upon disposal or realisation of shares following the bank having become entitled to exercise or enforce its rights under any such mortgage, charge and/or call or other option,

and a certificate by any officer of the bank, lender or other financial institution or any nominee thereof that the relevant transfer is within article 47 9 1 or 47 9 2 above shall be conclusive evidence of that fact

*APC 11/12*

Director

TUESDAY



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11/03/2014

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COMPANIES HOUSE