

Walter Hunter & Co (Wales) Limited
Special Resolution
Company Number: 07807319

At the Extraordinary General Meeting of the members of the above named company, duly convened and held at 24 Bridge Street, Newport, South Wales, NP20 4SF on the Twenty first day of October 2011, the following special resolution was passed -

That the Article 18 "**Disclosure of Interest in Shares**" as attached be included in the articles of Association

Signed



21.10.2011



of the Company

- 4 The Directors may, by resolution, revoke a direction
 - a) made under Articles 18(3)(a) if they are satisfied that the relevant facts about the shares in question have been disclosed to the Company,
 - b) made under Article 18(3)(b) if the order therein referred to has been revoked or has otherwise ceased to have effect,
 - c) made under Article 18(3)(a) or (b) if they are satisfied that the shares in question are to be transferred for valuable consideration and if the Directors approve the transfer
- 5 References in this Article to the Act include any statutory modification or re-enactment thereof and references in this Article to the Audit Regulations of the Institute of Chartered Accountants in England and Wales include the same as from time to time amended

Note: The following does not form part of the model article

The application form for corporate practices requires the directors, under the Articles of Association of the practice, to give an undertaking to approve any transfer of shares which results in a shareholder having an interest in more than 3% of the practice's nominal issued share capital. This would normally require the inclusion in the practice's Articles of Association of an article empowering the directors, in their absolute discretion, to decline to register all share transfers. This would necessitate an amendment to the standard Table A Articles where these have been adopted. You should check that your Articles meet this requirement.

AUDIT REGULATION
CORPORATE PRACTICES
ARTICLE FOR THE PURPOSE OF AUDIT REGULATION 6.06
PRIVATE COMPANY

18 Disclosure of Interest in Shares

- 1
 - a) a member shall make notification to the Company of any change he knows in any interest he knows to be held by any person in shares which that member holds and which would be notifiable if section 198 to 203, 208 to 210(2) and 212(1) to 212(5) of the Companies Act 1985 (in this Article, "the Act") applied in relation to the Company (but, subject to the qualifications mentioned in paragraph (b) of this Article and with the omission of any references to sections 204-206 and 732-733) and if any relevant regulations made under section 210A thereof so applied
 - b) the qualifications referred to in paragraph (a) of this Article are
 - i) the aforementioned section of the Act shall have effect as if for the words 'relevant share capital' there were substituted 'share capital' and as if sections 198(2), 199(2) and (2A) and 209 were omitted, and
 - ii) sections 200 and 202 of the Act shall have effect as if for the words 'has material interests' and 'had material interests' there were substituted the words 'is interested' and 'was interested' respectively.
- 2 The Company may by notice in writing require a member (and request any other person appearing to be interested in shares held by a member) to supply information to the Company as if section 212(1) to 212(5) of the Act applied in relation to the Company (but with the omission of any references to sections 204 and 205)
- 3 Where
 - a) notice is served by the Company under Article X(2) on a member or any other person appearing to be interested in shares held by a member and that member (or other person) fails to give the Company any information required (or requested) by the notice within the time specified in it, and/or
 - b) an order is made against the Company under Regulation 2.06b or 8.07a of the Audit Regulations of the Institute of Chartered Accountants in England and Wales and the Company is notified by the said Institute that the grounds upon which such order was made consisted of or included any matters relating to any person who holds shares in the Company or who has an interest in shares, the Directors may, by resolution, direct that the holder of the shares in question shall not be entitled in respect of any shares held by him to vote either personally or by proxy at a General Meeting of the Company or a meeting of the holders of any class of shares of the Company or to exercise any other right conferred by membership in relation to General Meetings of the Company or meetings of the holders of any class of shares