

Company number 07842594  
**SPECIAL RESOLUTIONS**

OF

**STEMCOR AGENCY SERVICES LIMITED (Company)**

Passed on Thursday 6 March 2014

The following resolutions were duly passed as special resolutions on Thursday 6 March 2014 by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006

Special resolutions

- 1        THAT the articles of association of the Company be altered as follows by the inclusion of the following wording as an additional article 52

## **52        Secured Party Transfers**

*"Notwithstanding anything to the contrary in these articles (including but not limited to articles 23 1(b))*

- (a)    *the directors shall register (and shall not decline nor suspend or refuse to give evidence of the registration of) any transfer of shares in the Company where such transfer*

(i)    *is to*

- (A)    *a bank, financial institution, trust, fund or other entity which is regularly engaged in or established for the purpose of making, purchasing or investing in loans, securities or other financial assets or to an affiliate thereof (any such entity a **Finance Institution**) or an agent or trustee for any Finance Institution to which a security interest has been granted over shares in the Company that benefits a Finance Institution (an **Agent**), or*
- (B)    *a company or other entity to whom such shares are transferred at the direction of a Finance Institution or an Agent, or*
- (C)    *an administrative receiver, administrator, or receiver acting under powers granted to it pursuant to any security interest granted over shares in the Company,*

*(each a **Secured Party**) and is delivered to the Company by such Secured Party to perfect the security to which it relates, or*

- (ii)    *is executed by a Secured Party in accordance with any power granted to it pursuant to any security interest granted over shares in the Company,*

(b)    *neither*

- (i)    *the transferor or proposed transferor of any shares in the Company to a Secured Party, nor*
- (ii)    *a Secured Party transferring or proposing to transfer any shares in the Company to any person in accordance with any power granted to it pursuant to any security interest granted over shares in the Company,*

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*shall be required to offer such shares to the shareholders for the time being of the Company or any of them, and no shareholder shall have any right under these articles or otherwise to require such shares to be transferred to them whether for consideration or not, and*

- (c) *the Company and the directors shall not be entitled to exercise any lien which the Company has in respect of its shares over which security has been granted to a Finance Institution or Agent "*

Signed



Name MICHAEL BLOOM

Director