

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF THE MEMBERS

of

ALLIED LONDON HOLDCO THREE LIMITED (the "Company")

(Registered No 08243162)

(passed on 13 . 12 2012)

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company (the **Directors**) proposed the following resolution be passed as a special resolution

SPECIAL RESOLUTION

THAT the articles of association of the Company be amended by adding the following new article 26 (6)

"26 (6) 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

- a) where such transfer is in favour of a bank, lender or other financial institution or any nominee thereof 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
- b) 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 paragraph (a) or (b) above shall be conclusive evidence of that fact "

AGREEMENT OF MEMBERS

We, being persons entitled to vote on the Written Resolution on (the **Circulation Date**), irrevocably agree to the Written Resolution

