

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
INSTA RESEARCH LTD (Company)
Company number 08896347

Circulation Date 24 March 2014

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (**Resolution**)

SPECIAL RESOLUTION

THAT the articles of association of the Company are amended as follows

- (1) by deleting the present article 11(2) and replacing it with the following new article 11(2)

"11(2) The quorum for the transaction of business at directors' meetings shall be one "

- (2) by deleting the present article 14 and replacing it with the following new article 14A

"Conflicts of Interest

14A(1) If the company only has one director, that director is counted as participating in the decision-making process for quorum or voting purposes in the event that any matter or situation proposed would involve that director breaching his duty under section 175 of the Companies Act 2006 to avoid conflicts of interest

14A(2) If the company has more than one director, the directors may in accordance with the Companies Act 2006, authorise any matter or situation proposed to them by any director which would if not authorised involve a director breaching his duty under section 175 of the Companies Act 2006 to avoid conflicts of interest "

- (3) by inserting a new article 14B immediately after article 14A(2)

"Transactions or other arrangements with the company

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COMPANIES HOUSE

14B(1) *Subject to sections 177(5) and sections 182(5) and 182(6) of the Companies Act 2006 and provided he has declared the nature and extent of his interest in accordance with the requirements of the Companies Acts, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the company*

- (a) *may be party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise (directly or indirectly) interested,*
- (b) *shall be an eligible director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such existing or proposed transaction or arrangement in which he is interested,*
- (c) *shall be entitled to vote at a meeting of directors (or of a committee of the directors) or participate in any unanimous decision in respect of such existing or proposed transaction or arrangement in which he is interested,*
- (d) *may act by himself or his firm in a professional capacity for the company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director,*
- (e) *he may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the company is otherwise (directly or indirectly) interested, and*
- (f) *shall not, save as he may otherwise agree, be accountable to the company for any benefit which he (or a person connected with him (as defined in section 252 of the Companies Act 2006)) derives from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Companies Act 2006 “*


AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, a person entitled to vote on the Resolution on the Circulation Date,
hereby irrevocably agrees to the Resolution


Signed by **Ekaterina Severova**

Date


24 / 03 / 2014

Signed by **Gulzhanat Zhunussova**

Date


24.03.14

NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

- 1 1 **By Hand** delivering the signed copy to Ekaterina Severova, Suite 9, 50 Churchill Square, Kings Hill, West Malling, Kent ME19 4YY
- 1 2 **Post** returning the signed copy by post to Ekaterina Severova, Suite 9, 50 Churchill Square, Kings Hill, West Malling, Kent ME19 4YY
- 1 3 **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to severova@gmail.com, with copies sent to info@theaccountancypracticekent.com and julealchin@brachers.co.uk Please enter "Written resolution (change of articles)" in the e-mail subject box

If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply

- 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 3 Unless, by 22 April 2014, sufficient agreement has been received for the Resolution to pass, it will lapse If you agree to the Resolution, please ensure that your agreement reaches us before or during this date
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document