

Company Number 09347053

WEDNESDAY



PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF THE SHAREHOLDERS OF

1 SPINNINGFIELDS INVESTMENTS TWO LTD (the "Company")

Circulation Date: 14 January 2015 ("Circulation Date")

Pursuant to section 292 of the Companies Act 2006, the directors of the Company were required to procure the Company circulate the following resolutions to be passed as special resolutions (the "Resolutions")

THAT the articles of association of the Company be and are hereby amended as follows

- 1 the insertion of a new article 14 (3)(a) (as set out below) replacing in its entirety the existing article 14 (3)(a)

"such interested director has disclosed the nature and extent of all material interests in actual or proposed transactions or arrangements with the company ",
- 2 the insertion of a new article 26(5) (as set out below) replacing in its entirety the existing article 26(5)

"(5) Subject always to article 26(6) the directors may refuse to register the transfer of a share, and if they do so, the instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect that the proposed transfer may be fraudulent ", and
- 3 the insertion of a new article 26(6) (as set out below) replacing in its entirety the existing article 26(6),

"(6) Notwithstanding any provisions contained 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 which have been mortgaged or charged or are expressed to be mortgaged or charged pursuant to any security document entered into by any shareholder of the company nor suspend registration thereof where such transfer is in favour of
 - a) a chargee or mortgagee of such shares,
 - b) any nominee of a chargee or mortgagee of such shares,
 - c) a purchaser of such shares from a chargee or mortgagee (or its nominee) of such shares, or
 - d) a purchaser of such shares from any receiver, administrative receiver or administrator appointed by a chargee or mortgagee of such shares,

and no such chargee, mortgagee or purchaser (in any such case) will be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the company or any of them and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them

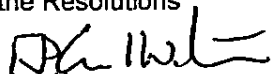
whether for any valuable consideration or otherwise (and a certificate by the relevant chargee or mortgagee (or an officer thereof) that the relevant transfer is within paragraph (a), (b), (c) or (d) above shall be conclusive evidence of that fact) "

AGREEMENT

Please read the notes at the end of this document before indicating your agreement to the Resolutions.

The undersigned, being the sole member entitled to vote on the Resolutions on the Circulation Date, hereby agrees to the Resolutions

Signature



Print name P. GRAHAM-WATSON Director for and on behalf of 1 Spinningfields Holdco Ltd

Date

14 January 2015

NOTES

- 1 If you agree with the Resolutions, please indicate your agreement by one of the following methods
 - 1 1 by signing and dating this document where indicated above and returning it to the Company either
 - 1 1 1 by e-mail by sending a scanned copy of the signed and dated written resolution to benjamin dredge@shoosmiths.co.uk, or
 - 1 1 2 by hand by delivering the signed and dated written resolution to Shoosmiths LLP, 3 Hardman Street, Spinningfields, Manchester M3 3HF, marked "For the attention of Benjamin Dredge", or
 - 1 1 3 by post by returning the signed and dated written resolution by post to Shoosmiths LLP, 3 Hardman Street, Spinningfields, Manchester M3 3HF, marked "For the attention of Benjamin Dredge"
- 2 If you are indicating agreement to the Resolutions on behalf of a company or person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority with your indication of agreement
- 3 If you do not agree to the Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply
- 4 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 5 When agreement to the Resolutions has been received from members representing more than 75% of the total voting rights, it will be deemed passed Unless within the period of 28 days beginning with the Circulation Date sufficient agreement has been received for the Resolutions to pass, it will lapse
- 6 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