

**Written resolutions under Companies Act 2006- amending articles of association**

Company number 9351326

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

12 PROPERTY FE LIMITED (**Company**)



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions (**Resolutions**)

**SPECIAL RESOLUTIONS**

1 **THAT** the articles of association of the Company be amended by inserting a new Article 63 as follows

- "63 - Notwithstanding anything contained in these Articles, the Directors of the Company may not decline to register any transfer of shares in the Company and may not suspend any registration thereof, where such transfer is

(i) to a bank or institution to which such shares have been mortgaged or charged by way of security (whether as lender, or agent and trustee for a group of banks or institutions or otherwise) (a **Secured Institution**), or to any nominee of such Secured Institution, pursuant to any such security,

(ii) executed by a Secured Institution or its nominee pursuant to the power of sale or other power under any such security, or

(iii) executed by a receiver or manager appointed by or on behalf of any Secured Institution or its nominee, under any such security,

notwithstanding anything to the contrary contained in these Articles

(i) no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or to its nominee,

(ii) no Secured Institution or its nominee, and

(iii) no receiver or manager appointed by or on behalf of a Secured Institution or its nominee,

shall be required to offer the shares which are or are to be the subject of any such transfer to the shareholders for the time being of the Company or any of them, and no such 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 furthermore notwithstanding anything to the contrary contained in these Articles any lien on any shares and any right of forfeiture (whether part or fully paid) which the Company has shall not apply in respect of any shares that that have been charged by way of security to a Secured Institution

2 **THAT** the existing articles of association shall be renumbered accordingly

## **AGREEMENT**

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

The undersigned, the persons entitled to vote on the Resolutions on 18 December 2015, hereby irrevocably agrees to the Resolutions

Signed on behalf of  
Westchester Capital Limited  
by

Date

Signed on behalf of  
Regent International Management Limited  
by

Date

Signed on behalf of  
Belleflower Overseas Limited  
by

Date

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Signed on behalf of  
Westchester Capital Limited  
by *DJB Taylor*

Date *23 DECEMBER 2015*




Signed on behalf of  
Regent International Management Limited  
by

Date

Signed on behalf of  
Belleflower Overseas Limited  
by

Date

Signed by Lord Harry Dalmeny



1st Jan 2016

Date

## NOTES

1 You can choose to agree to both of the Resolutions or neither of them, but you cannot agree to only one of them. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to Barnes Roffe LLP, 3 Brook Business Centre, Cowley Mill Road, Uxbridge, UB8 2FX marked for the attention of Mr S Corner

You may not return the Resolutions to the Company by any other method

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

2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement

3 Unless, by 31 January 2016, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or on this date

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

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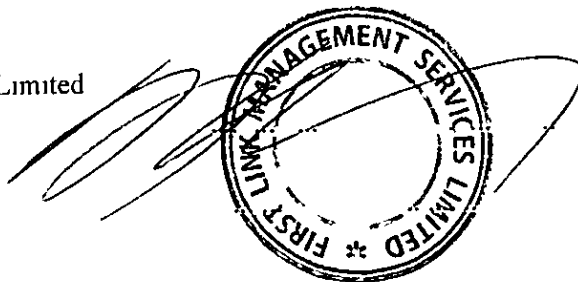
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Westchester Capital Limited  
by

Date

Signed on behalf of  
Regent International Management Limited  
by

Date



Signed on behalf of  
Belleflower Overseas Limited  
by

Date

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Westchester Capital Limited  
by


Date

Signed on behalf of  
Regent International Management Limited  
by

Date

Signed on behalf of  
Belleflower Overseas Limited  
by **IAN CLARKE &  
MARGARET HANNIS**  
Date

  
22/12/2015

  
22/12/2015

Signed by Lord Harry Dalmeny

Date

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