

30-12-15

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BY SPECIAL RESOLUTIONS

THAT the articles of association (the "**Articles**") of the Company be amended by inserting a new Article 50 (*Transfer of shares – Secured Institution*) as follows

"50 Notwithstanding anything 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, including, without limitation as set out in Articles 18(e) and 46(b))


(a) the directors shall not decline to register any transfer of shares, nor may they suspend registration of any shares where such transfer

(i) is to (i) any person to whom such shares have been charged by way of security (a "**Secured Institution**") or to any nominee of the Secured Institution, or (ii) a purchaser of such shares following enforcement of the security, and

(ii) is delivered to the Company for registration by, (i) a Secured Institution or its nominee in order to perfect its security over the shares, or (ii) a purchaser of such shares following enforcement of the security (whether or not such transfer is executed by a Secured Institution or its nominee pursuant to a power of attorney or the power of sale or other power under such security),

(b) no transferor or proposed transferor of any shares in the Company to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer referred to in the articles 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 under any agreement or otherwise to require those shares to be offered to or transferred to it whether for consideration or not, and

(c) any provisions in these Articles constituting pre-emption rights or similar rights or imposing any restriction on the transfer of, or requiring the consent of any person for the transfer of, any share in the Company shall not apply in the relation to any transfer of a share in Company in any of the circumstances referred to in this Article



Secretary

THURSDAY



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07/01/2016

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