

**The Companies Act 2006
COMPANY LIMITED BY SHARES**

SPECIAL RESOLUTIONS

of

**CAPE PLC
("Old Cape" or the "Company")**

Passed on 24 June 2011

At a Annual General Meeting of the above-named Company duly convened and held on 24 June 2011 at the offices of the Company at 9 The Square, Stockley Park, Uxbridge, Middlesex UB11 1FW, the following Resolutions were duly passed in the case of Resolution no 4 as an ordinary resolution and in the case of Resolutions nos 5 and 6 as special resolutions -

Ordinary resolution

- 4 THAT the Directors be and are hereby generally and unconditionally authorised (in FURTHER substitution for any existing such powers) for the purposes of section 551 of the Companies Act 2006 (the 'Act') to exercise all the powers of the Company to allot the following ordinary shares in the Company or grant rights to subscribe for or convert any securities into ordinary shares ('Rights') up to a maximum aggregate nominal amount of £237,410, provided that this authority shall expire (unless previously revoked, varied or extended by the Company in a general meeting) on the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or 15 months from the date of this resolution, whichever is earlier, save that the Company may before such expiry make an offer or agreement which would or might require ordinary shares to be allotted or Rights to be granted after such expiry and the Directors may allot ordinary shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred hereby has expired

Special resolutions

- 5 THAT the name of the Company be changed to Cape Intermediate Holdings plc
- 6 THAT with effect from the passing of this resolution, the articles of association of the Company be hereby amended by the adoption and inclusion of the following new Article 75 (in place of the existing Article 75):

"75 Unless and otherwise determined by the Company by ordinary resolution, there shall be no maximum number of Directors, but the number of Directors shall not be less than two"


CHAIRMAN





FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 40203

The Registrar of Companies for England and Wales hereby certifies that
under the Companies Act 2006:

CAPE PUBLIC LIMITED COMPANY

a company incorporated as public limited by shares; having its registered
office situated in England/Wales; has changed its name to:

CAPE INTERMEDIATE HOLDINGS PLC

Given at Companies House on **27th June 2011**



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES