

Company No: 235578

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
RESOLUTION IN WRITING
of
EVERSHEDS TRUSTEES LIMITED
("the Company")

Passed by the sole shareholder of the Company on
the 28 January 2016

By a written resolution agreed to in accordance with section 288 of the Companies Act 2006, by or on behalf of the required number of the members of the Company who, at the date of circulating the resolution, were entitled to vote on the resolution, the following resolutions of the Company were duly passed:


SPECIAL RESOLUTIONS

1. **THAT** the Articles of Association of the Company be and are hereby amended by:
 - 1.1 by adding the following new definition in Article 3(a):

" "Majority Shareholder" means a shareholder or shareholders together holding a majority of the voting rights in the Company";
 - 1.2 by amending the heading above Article 23 to:

"APPOINTMENT AND REMOVAL OF DIRECTORS";
 - 1.3 by amending Article 23 2, so as to read:

"Subject to paragraph (1) above, the Majority Shareholder may appoint any solicitor, registered European lawyer, registered foreign lawyer or non-registered European lawyer who is willing to act to be a Director, either to fill a vacancy or as an additional Director and may remove a Director however so appointed, provided there shall be no breach of Rule 4 of the Rules. Any such appointment or removal shall be effected either by a written ordinary resolution duly passed or by notice in writing to the Company signed by the Majority Shareholder or, if the Majority Shareholder is a body corporate, signed by one of its directors or duly authorised officers or by its duly authorised attorney"; and
 - 1.4 by deleting Article 24.5;
 - 1.5 by re-numbering Article 24.6 to 24.5.


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Claire Larbey
Director
Date: 28 January 2016

