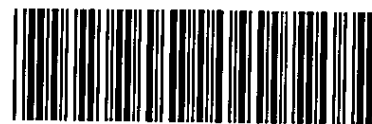


Company number: 00388715

**PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTIONS  
of  
BIBBY FACTORS BOREHAMWOOD LIMITED  
(the "Company")**

**Circulation date:** 31 August 2012

SATURDAY



A41 \*A1HZRIAE\* #235  
22/09/2012  
COMPANIES HOUSE

In accordance with the provisions of Chapter 2 of Part 13 Companies Act 2006, the following resolution is passed as a special resolution of the Company

**THAT** the Articles of Association of the Company be amended with effect from the date hereof by

- 1 the deletion of paragraphs 6A and 6B, and
- 2 the insertion of the following new clause 6(l) after the clause 6(k) under the heading "Transfer of Shares"

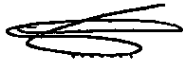
"Notwithstanding anything contained in these Articles, the directors shall promptly register any transfer of shares and may not suspend registration thereof where such transfer -

- (i) is to the bank or institution to which such shares have been charged by way of security, whether as agent and trustee for a group of banks or institutions or otherwise or to any nominee or any transferee of such a bank or institution (a "**Secured Institution**"), or
- (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to register the Secured Institution as legal owner of the shares, or
- (iii) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore, notwithstanding anything to the contrary contained in these Articles or in any agreement or arrangement applicable to any shares in the Company, no transferor or proposed transferor of any such shares to a Secured Institution or its nominee and no Secured Institution or its nominee (each a "**Relevant Person**"), shall be subject to, or obliged to comply with, any rights of pre-emption contained in these Articles or any such agreement or arrangement nor shall any Relevant Person be otherwise 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 consideration or not. No resolution shall be proposed or passed the effect of which would be to delete or amend this regulation unless not less than 45 days' written notice thereof shall have been given to any such Secured Institution by the Company

Regulations 24-26 of Table A in the Schedule to the Companies (Tables A-F)  
Regulations 1985 shall be modified accordingly"

The undersigned, being the sole person eligible to vote on the above resolution on the circulation date hereby irrevocably agrees to that resolution



For and on behalf of Bibby Group of Factors Limited

Date 31 August 2012

**NOTE**

The resolution set out above will lapse if the required majority of eligible members have not signified their agreement to it within 28 days of the Circulation Date. If you agree to the resolution please ensure that your agreement reaches us before that date.