

**Written Resolution under Companies Act 2006**

**Company number 675355**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**of**

**County & District Properties Limited (the "Company")**

**6 April 2011 (the "Circulation Date")**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "**Resolution**")

**SPECIAL RESOLUTION**

That

- (A) the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 Companies Act 2006, are to be treated as provisions of the Company's Articles of Association, and
- (B) the regulations contained in the document attached to this Resolution and marked "A" for the purpose of identification be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association, and
- (C) the directors shall have the powers given by section 550 of the Companies Act 2006

**AGREEMENT**

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

The undersigned, a person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution

Signed by Clive L Franks

Date

6 April 2011

CERTIFIED TRUE COPY

CLIVE L FRANKS  
COMPANY SECRETARY

THURSDAY



A08 \*APZRRRT3C\* 07/04/2011 39  
COMPANIES HOUSE

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## NOTES

1 If you agree with the Resolution, 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 Clive L Franks, Company Secretary, Costain House, Vanwall Business Park, Maidenhead, Berkshire, SL6 4UB

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

If you do not agree to the Resolution, 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 Resolution, you may not revoke your agreement

3 Unless, by 3 May 2011, sufficient agreement has been received for the Resolution to pass, it will lapse If you agree to the Resolution, please ensure that your agreement reaches us before or during this date