

Company No 00838371

The Companies Act 2006
A Private Company Limited By Shares

Written Resolution

of

SEED DEVELOPMENTS LIMITED (the "Company")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions (the "**Resolutions**") be passed as special resolutions

1. Special Resolution

THAT the articles of association of the Company be altered by adding after Article 9 the following article to be numbered 9B

"9B *A director may participate in a meeting of the directors by means of conference telephone, video or similar communications equipment whereby everyone participating in the meeting can hear or communicate with each other at the same time. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting and a quorum shall be determined and formed accordingly. Such a meeting shall be deemed to take place where the largest number of directors is assembled or otherwise where the chairman is*"

2. Special Resolution

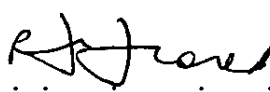
THAT the articles of association of the Company be amended so that Regulation 10, Part 1 of the first schedule of Table A of the Companies Act 1948 shall be removed in its entirety


Important

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

The undersigned, being the sole shareholders entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions

Signed


.....
Richard Flood


.....
Christabel Flood

FRIDAY



A26 *A178EOX7* 20/04/2012 #118
COMPANIES HOUSE


Pieterpikzonen Holding B.V

Signed by Richard John Lavage Fread as
Attorney for Pieterpikzonen Holding BV
under Power of Attorney dated 21 March 2012

Date 2 APRIL 2012

NOTES

- 1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company or delivering it to a director of the Company
- 2 If you do not agree to the Resolutions, you do not need to do anything, you will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
4. Unless sufficient agreement has been received for the Resolutions to pass, it will lapse on the twenty eighth (28th) day after the date of circulation. If you agree to the Resolutions, please ensure that your agreement reaches us before or by this date.
5. Once you have signified your agreement to the Resolutions such agreement cannot be revoked

Registered No 00838371

The Companies Act 1948

COMPANY LIMITED BY SHARES

Articles of Association

of

SEED DEVELOPMENTS LIMITED

(Amended by special resolution passed 2 April 2012)

PRELIMINARY

- 1 The Company shall be a private company within the meaning of the Companies Act, 1948, and subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Part II of Table A"), shall apply to the Company
- 2 Regulations 24, 53, 58, 71, 75, 84(2), 84(4), 88, 89, 90, 91 and 92 of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A"), shall not apply to the company, but the Articles hereafter contained together with the remaining regulations of Part I of Table A and Part II of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company

SHARES

- 3 The Shares shall be at the disposal of the Directors, who may allot, grant options over or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to the provisions of the next following Article and to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act, and provided also that no share or debenture shall be issued at a discount, except as provided by section 57 of the Act, and provided also that no share or debenture shall be issued or transferable to or held by any person or corporate body, nor shall any person or corporate body be permitted to have or acquire any interest in any share

or debenture in any circumstances in which the Company would by reason thereof lose its status as an exempt private company

- 4 Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and any new Shares from time to time to be created, shall before they are issued, be offered to the Members in proportion as nearly as may be to the number of Shares held by them. Such offer shall be made by notice in writing specifying the number of Shares offered and limiting the time in which the offer if not accepted will lapse and determine, and after the expiration of such time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the Shares offered, the Directors may subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may in like manner and subject as aforesaid dispose of any such new or original Shares which by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning same cannot in the view of the Directors be eventually offered in the manner aforesaid.

LIEN

- 5 The lien conferred by Regulation 11 of Part I of Table A shall extend to all Shares whether fully paid or not and in respect of any liability to the Company of the registered holder or holders of such Shares.

PROCEEDINGS AT GENERAL MEETINGS

6. The words "the appointment of and" shall be omitted in regulation 52 of Part I of Table A.
7. The words "twenty one" shall be substituted for the word "thirty" in regulation 57 of Part I of Table A.
8. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the Chairman or any other Member present in person or proxy. Unless a poll be so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried, (whether unanimously or by a particular majority), or lost and an entry to that effect made in the book containing the minutes of the proceedings of the Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in such vote.

DIRECTORS

- 9 Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one or more than seven, and the names of the first Director or Directors shall be determined in writing by the Subscribers to the Memorandum of Association of the Company. If at any time and from time to time there shall be only one Director of the Company, such Director may act alone in exercising all the powers and authorities vested in the Directors.

- 9B¹ A director may participate in a meeting of the directors by means of conference telephone, video or similar communications equipment whereby everyone participating in the meeting can hear or communicate with each other at the same time. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting and a quorum shall be determined and formed accordingly. Such a meeting shall be deemed to take place where the largest number of directors is assembled or otherwise where the chairman is.
- 10 A person may be appointed a Director notwithstanding that he has attained the age of seventy years and no Director shall be liable to vacate office by reason only of his having attained that or any other age.
- 11 Any Director other than a sole Director may by notice in writing signed by him and deposited with the Company appoint an alternate Director to act on his behalf. Such alternate Director must be either a Director of the Company or a person approved by all the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat accordingly, but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director.
- 12 Provided that he shall declare his interest in any contract or transaction a Director may vote as a Director in regard to any such contract or transaction in which he is interested or in respect of his appointment to any office or place of profit or upon any matter arising thereout and if he shall so vote his vote shall be counted.
- 13 The office of a Director shall be vacated -
- (1) If by notice in writing to the Company he resigns the office of Director
 - (2) If he becomes bankrupt, or enters into any arrangement with his creditors
 - (3) If he becomes of unsound mind
 - (4) If he is prohibited from being a Director by any order made under section 188 of the Act
 - (5) If he is removed from office by a resolution duly passed under section 184 of the Act

BORROWING POWERS OF DIRECTORS

- 14 The proviso to regulation 79 of Part I of Table A shall be omitted.

SECRETARY

- 15 The first Secretary of the Company shall be Shirley Hart.

¹ Article 9B inserted by special resolution passed 2 April 2012

SEAL

- 16 In regulation 113 of Part I of Table A the words "or by some other person appointed by the Directors for the purpose" shall be omitted

INDEMNITY

- 17 Subject to the Provisions of Section 205 of the companies Act, 1948, and in addition to such indemnity as is contained in regulation 136 of Part I of Table A, every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

SHIRLEY HART
1 – 3 Leonard Street
City Road
London EC2

Company Director

AVERILL HART
1 – 3 Leonard Street
City Road
London EC2

Personnel Supervisor

Dated the 15th day of February 1965

Witness to the above Signatures -

STANLEY DAVIS
1 – 3 Leonard Street
City Road
London EC2

Company Director