

**SPECIAL RESOLUTION
OF
ROLFE & NOLAN LIMITED**

We, the undersigned, being the sole member of Rolfe & Nolan Limited (No 1157638) (the "**Company**") entitled to attend and vote at a general meeting of the Company **HEREBY RESOLVE** in accordance the Companies Act 2006 and the Articles of Association of the Company that the following resolutions be passed as Special Resolutions

- 1 **THAT the Articles of Association of the Company be amended by the amendment of Article 3 2 as follows.**

The words within parenthesis "(whether or not fully paid)" shall be replaced with "(that is not fully paid)"

- 2 **THAT the Articles of Association of the Company be amended by the insertion of the following new Article 5A**

"5A Notwithstanding anything contained in these Articles, the Directors shall promptly register any transfer of shares and may not suspend registration thereof where such transfer -

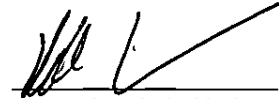
- (i) is to a bank, institution, person or entity to which such shares have been charged by way of security (each a "**Secured Party**"), whether as agent and trustee or otherwise, or to any nominee or any transferee (including, without limitation, any third party purchaser) of such a Secured Party, or
- (ii) is delivered to the Company for registration by a Secured Party or its nominee (including, without limitation, any third party purchaser) in order to register the Secured Party or any nominee (including, without limitation, any third party purchaser) as legal owner of the shares, or
- (iii) is executed by a Secured Party 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 Party or its nominee and no Secured Party or any nominee of a Secured Party (including, without limitation, any third party purchaser) (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) or any other person, and no such shareholder or person 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 without the consent of any such Secured Party "



KL

Dated 23rd May 2013

A handwritten signature in black ink, appearing to be 'V. L.', written over a horizontal line.

For and on behalf of
Rolfe & Nolan Group Limited