

Company number: 01288293

THURSDAY



THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION

- of -

H. CARSON LIMITED (the "Company")

Passed on 28 August 2015

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the following resolution was passed as a special resolution of the Company on 28 August 2015

THAT the Articles of Association of the Company be amended as follows -

Existing Article 5 shall be re-numbered as 5A and new Article 5B shall be inserted after the newly re-numbered Article 5A as follows -

"5B Any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a bank or institution to which such shares have been charged by way of security, or to any nominee of such a bank or institution"

Existing Article 8 shall be re-numbered as Article 8A and new Article 8B shall be inserted after the newly re-numbered Article 8A as follows -

"8B Notwithstanding anything contained in these articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration of it where the transfer

(a) is to any bank or institution to which such shares have been charged by way of security, or to any nominee of such a bank or institution (a "Secured Institution"), or

(b) is delivered to the company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or

(c) 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 no transferor of any shares in the company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer 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 "

A handwritten signature in black ink, appearing to be "James", is written over the word "Director".

Director