

**COMPANIES ACT 2006  
WRITTEN RESOLUTION**

of

**BROADGATE CIRCLE MANAGEMENT LIMITED (the "Company")**

Company number 01881630

Circulation date **6 JULY** 2012

FRIDAY



Pursuant to section 291 of the Companies Act 2006, the directors of the Company propose that the resolution set out below be passed as a special resolution of the Company

We, the undersigned, being members of the Company representing not less than 75 per cent of the total voting rights of eligible members hereby agree, pursuant to section 283 of the Companies Act 2006, that the following written resolution be passed as a special resolution, being for all purposes as valid and effective as if passed by us as a special resolution at a general meeting of the Company

THAT the Articles of Association of the Company be altered by

- (a) Deleting the present article 8 in its entirety and replacing it with the following  
"The Company shall have a first and paramount lien on every share (whether fully paid or not) standing registered in the name of a single person, other than any share which is the subject of a charge or is otherwise subject to security in favour of a third party, for all moneys presently payable by him or his estate to the Company. The directors may at any time declare any share to be wholly or in part exempt from the lien created by this regulation "
- (b) Deleting the present article 24(5) in its entirety and replacing it with the following  
"If any Ordinary Shares are the subject of a charge or otherwise subject to security in favour of any third party, any transfer in connection with the enforcement of that charge or security "
- (c) Inserting a new article 24(6) as follows  
"The directors -
  - a) shall not register any instrument of transfer other than one transferring shares in accordance with paragraphs (1), (2), (3), (4) and (5) of this article, and
  - b) shall have no right to refuse registration of an instrument of transfer transferring shares in accordance with paragraphs (1), (2), (3), (4) and (5) of this article "

Date **9 JULY** 2012

SIGNED by **FARHAD MAWJI-KARIM** for  
and on behalf of Bluebutton Properties UK Limited

SIGNED by **FARHAD MAWJI-KARIM** for  
and on behalf of Bluebutton (12702) Limited

Two handwritten signatures are present on the right side of the page. The top signature is a stylized 'F' followed by a long horizontal stroke. The bottom signature is a cursive 'F' followed by a long horizontal stroke.

SIGNED by FARHAD NAWTI-KARIM for  
and on behalf of Bluebutton (5 Broadgate) UK Limited



**Notes to members**

- 1 If you agree with the above resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company
  - (a) by delivering it by hand or by posting it to York House, 45 Seymour Street, London, United Kingdom, W1H 7LX marked for the attention of The Secretariat, or
  - (b) by faxing it to +44 (0) 20 7467 2959 marked for the attention of The Secretariat
- 2 A member's agreement to a written resolution, once signified, may not be revoked
- 3 A written resolution is passed when the required majority of eligible members have signified their agreement to it
- 4 The resolution set out above must be passed before the end of the 28<sup>th</sup> day following the circulation date otherwise it will lapse
- 5 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 6 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document