

Company Number: 01952955

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

WEST MIDLANDS CLOTHING RESOURCE CENTRE LIMITED (the "Company")

Circulation Date: 18 December 2008

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 we, being all the eligible members of the Company irrevocably agree that the Resolution below is passed as a special resolution:

SPECIAL RESOLUTION

THAT, subject to and with effect from receipt by Birmingham City Council on behalf of all the District Councils of the distribution of assets of West Midlands Enterprise Limited approved and directed by a special resolution of West Midlands Enterprise Limited passed on 12 January 2009, the Memorandum of Association of the Company be amended as follows:

- (a) by the deletion of the following words from clause 4 thereof:

"but so that no member or candidate for membership of a Metropolitan District Council within the County of West Midlands shall hold or be appointed to any salaried office of or any office of the Company paid by fees and so that no salary, remuneration or other benefit in money or money's worth shall be paid or payable by the Company to any such member or candidate who is the holder of any office of the Company save and except that he"



and their substitution by the following words:

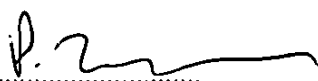
"and, without limitation, such an officer, servant or member"

(b) by the deletion of clause 5 thereof;

(c) by the deletion of the following words from clause 8 thereof:

"selected by an agreement in writing amongst not less than five of the District Councils within the County or in default of such selection"

Signature:



For and on behalf of West Midlands Enterprise Limited.

Date of Signature:

9 January 2009

Signature:



For and on behalf of West Midlands Enterprise (Investments) Limited

Date of Signature:

09/01/2009

NOTES:

- 1 If you agree to the above resolution please indicate your agreement by signing and dating this document where indicated and returning it to the Company not later than 11.59 p.m. London time on 14 January 2009 using one of the following methods:
 - 1.1 **By Hand:** deliver it by hand to I B Scott at Wellington House, 31-34 Waterloo Street, Birmingham, B2 5TJ;
 - 1.2 **By Post:** send it by post to I B Scott at Wellington House, 31-34 Waterloo Street, Birmingham, B2 5TJ;



- 1.3 **By Fax:** fax it to 0121 233 3942 marked for the attention of I B Scott; or
- 1.4 **By Email:** email a scanned copy to ians@wm-enterprise.co.uk marked for the attention of I B Scott; please enter "Written Resolution Circulation Date 18 December 2008" in the subject line.

If the Company has not received sufficient agreement by that date, the resolution will lapse.

- 2 Once you have indicated your agreement to the resolution, you may not revoke that agreement.
- 3 If you do not agree to the above resolution, you need not do anything. If no response is received from you as indicated above, you will be counted as withholding your agreement to the above resolution.
- 4 If this document is signed or otherwise approved by an attorney or other representative on behalf of a member, please provide a solicitor's certified or notarised copy of the relevant power of attorney or other authority to sign when indicating your agreement to the above resolution, otherwise you may not be counted as agreeing to it.

1