

OPECPRIME PROPERTIES LIMITED (the "Company")
COMPANY NUMBER 1972217
WRITTEN RESOLUTIONS OF THE COMPANY
PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006
PASSED ON 28th March 2013

The following written resolutions having been duly proposed by the directors of the Company were duly passed by the Company resolution (2) and (4) as ordinary resolutions and resolution (1), (3) and (5) as a special resolution

1 INCREASE IN AUTHORISED SHARE CAPITAL

THAT, the provisions of clause 5 of the Memorandum of Association of the Company are hereby altered by deleting the said clause and substituting the following new clause

"5 The authorised share capital of the Company is £54,577,913 divided into 1,000 ordinary shares of £1 each and 54,576,913 preference shares of £1 each, which preference shares shall have the following rights and conditions (i) the holders of the Preference Shares shall have priority over the holders of ordinary shares on return of capital in the event of the winding up of the Company, (ii) the Preference Shares shall have a redemption date of 28th March 2033, (iii) the Preference Shares shall be redeemable at any earlier date at the Company's option only, (iv) there shall be no coupon attaching to the Preference Shares and the holders thereof shall not be entitled to participate in or receive any dividends and (v) the holders of the Preference Shares shall not be entitled to vote at the general meetings of the Company."

2 AUTHORITY TO ALLOT

THAT, in accordance with section 551 of the Companies Act 2006 (2006 Act), the directors of the Company (**Directors**) be generally and unconditionally authorised to allot preference shares in the Company up to an aggregate nominal amount of £54,576,913 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date being 8 weeks from the date of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the 2006 Act but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities

3 DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT, subject to the passing of the resolutions 1 and 2 and in accordance with section 570 of the 2006 Act, the Directors be generally empowered to allot equity securities (as defined



in section 560 of the 2006 Act) pursuant to the authority conferred by resolution 2, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall

- 3.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £54,576,913, and
- 3.2 expire on the date being 8 weeks from the date of this resolution (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired

4 AUTHORITY TO DETERMINE THE TERMS, CONDITIONS AND MANNER OF REDEMPTION OF REDEEMABLE SHARES

THAT, in accordance with section 685 of the 2006 Act, the Directors be authorised to determine the terms, conditions and manner of redemption of redeemable shares

5 ARTICLES OF ASSOCIATION

THAT, these resolutions have effect notwithstanding any provision of the Company's Articles of Association

Signed



Director

for and on behalf of Opecprime Properties Limited

Date 28th March 2013