

Company number 02319160

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

COUNTRY CASUALS HOLDINGS LIMITED (the Company)

20 MAY 2014 (the "Circulation Date")

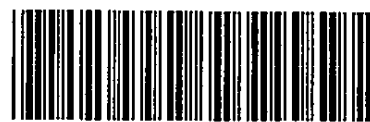
Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the **Resolution**)

THAT the article as set out below be and is adopted as an article of association of the Company as article 22

"22 SHARE TRANSFERS TO SECURED PARTIES

- 22 1 Notwithstanding anything contained in these articles (including, for the avoidance of doubt, article 21 above), 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 such other person as such a Secured Institution shall select in accordance with the terms of the relevant security document over such shares, or
 - (b) is delivered to the Company for registration by a Secured Institution in order to perfect its security over the shares, or
 - (c) is executed by a Secured Institution pursuant to the power of sale or other power under such security
- 22 2 Furthermore, notwithstanding anything to the contrary contained in these articles
- (a) no transferor or proposed transferor of any shares in the Company to a Secured Institution, or such other person as such a Secured Institution shall select in accordance with the terms of the relevant security document over such shares, and no Secured Institution as transferor or proposed transferor, shall be required to offer to the shareholders for the time being of the Company or any of them the shares which are or are to be transferred,
 - (b) no shareholder for the time being of the Company shall have any right under the articles or otherwise howsoever to require shares which are the subject of a transfer or proposed transfer referred to above to be transferred to them whether for consideration or not, and

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- (c) the Company and the Directors shall not be entitled to exercise any lien which the Company has in respect of shares charged in favour of, or held by a Secured Institution or being transferred as described in this article 22 "

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, being the sole member entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution

Name of Shareholder

Signature

Date

**AUSTIN REED GROUP
LIMITED**

A handwritten signature in black ink, consisting of a large capital 'A' followed by a horizontal stroke and a small upward flick.

20 MAY 2014

NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods
 - (a) **By hand** delivering the signed copy to Iain Wallace at Austin Reed, Station Road, Thirsk YO7 1QH
 - (b) **Post** returning the signed copy by post to Iain Wallace at Austin Reed, Station Road, Thirsk YO7 1QH
 - (c) **Fax** faxing the signed copy to 01845 526226 marked "*For the attention of Iain Wallace*"
 - (d) **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to iain.wallace@austinreed.co.uk Please enter "Written resolutions" in the e-mail subject box

If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply

- 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 3 The Resolution will lapse if sufficient votes in favour of it have not been received by the end of the date which is 28 days after the Circulation Date (the Circulation Date being counted as day one) Unless you do not wish to vote on the Resolution, please ensure that your agreement reaches the Company on or before this date and time If the Company has not received this document from you by then you will be deemed to have voted against the Resolution
- 4 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
- 5 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