

Registered Number: 2591363

SATURDAY



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COMPANIES HOUSE

READES OF TELFORD LIMITED

(the "Company")

PRIVATE COMPANY LIMITED BY SHARES

THE COMPANIES ACT 2006

**SHAREHOLDERS' WRITTEN RESOLUTIONS CIRCULATED ON 24 APRIL 2009
PURSUANT TO CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions:

SPECIAL RESOLUTIONS

WE HEREBY AGREE AND RESOLVE as follows:

1. **THAT** the Articles of Association of the Company be amended by the inclusion of the following as a new Article 3(a): **A** :

"Notwithstanding anything to the contrary in these articles, the Company shall have no lien on any share over which a security interest has been or purported to be granted over that share that benefits a Secured Institution (as defined in Article 14(a) below) and regulations 8, 9, 10 and 11 of Table A in the schedule to the Companies (Table A to F) Regulations 1985 are not incorporated in these articles and shall not apply in respect of any such share."

2. **THAT** the Articles of Association be amended by the inclusion of the following new Article 14(a):

"Notwithstanding anything to the contrary contained in these articles, the provisions of Article 14 will not apply and the directors of the Company shall not decline to register any transfer of any share or shares (whether or not it is a fully paid share) where such transfer:

(a) is to:

- (i) any bank, financial institution or to a trust, fund or other entity which is regularly engaged in or established for the purpose of making, purchasing or investing in loans, securities or other financial assets or to an affiliate thereof or other person (a "Secured Institution") (or to any nominee of, or to any person acting as agent or security trustee for, any such Secured Institution) where a security interest has been or is purported to be granted over those shares (each a Security) that benefits a Secured Institution ; and/or

(ii) a company or other entity to whom such shares are transferred (a Transferee) at the direction of a Secured Institution and/or any administrative receiver, administrator, receiver or receiver and manager or similar entity (a Receiver) pursuant to powers granted to it under the Security; and

(b) is delivered to the Company for registration by a Secured Institution (or to any nominee of, or to any person acting as agent or security trustee for, any such Secured Institution), Transferee or Receiver in order to perfect its security over any such share; or

(c) is executed by a Secured Institution (or to any nominee of, or to any person acting as agent or security trustee for, any such Secured Institution), Transferee or Receiver pursuant to a power of sale or other powers conferred by or pursuant to such security or by law,

and may not suspend the registration of any such transfer and, furthermore, notwithstanding anything to the contrary contained in these articles, no transferor, or proposed transferor, of any such share to a Secured Institution (or to any nominee of, or to any person acting as agent or security trustee for, any such Secured Institution), Transferee or Receiver, and no Secured Institution (or to any nominee of, or to any person acting as agent or security trustee for, any such Secured Institution), Transferee or Receiver, shall (in respect of any transfer referred to above) be required to offer any such share to the members for the time being of the Company or any of them and no such member shall have any right under these Articles or otherwise howsoever to require any such share to be transferred to that member whether for any valuable consideration or otherwise."

3. **THAT THESE RESOLUTIONS** shall have effect notwithstanding any provision of the Company's memorandum of association and articles of association.

Please read the explanatory notes at the end of this document before signifying your agreement to the resolutions.

We, the undersigned, being the members entitled at the time the resolutions were circulated to members to vote on the resolutions, **HEREBY AGREE** to the resolutions being passed.

Signed

for and on behalf of Pendragon Group Services Limited

Date 24 APRIL 2009

GUIDANCE NOTES:

1. The resolutions are proposed as special resolutions and each require members holding not less than 75 per cent of the total voting rights of members entitled to vote on such resolutions to vote in favour of them to be passed.
2. If you agree to the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it by using one of the following methods:
 - **BY HAND:** by delivering the signed copy to:
Mr. Sean Galvin
CMS Cameron McKenna LLP
Mitre House
160 Aldersgate Street
London
EC1A 4DD

- **BY POST:** by returning the signed copy by post to:
Mr. Sean Galvin
CMS Cameron McKenna LLP
Mitre House
160 Aldersgate Street
London
EC1A 4DD
 - **BY FAX:** by faxing the signed copy to 020 7367 2000 marked "For the attention of Mr. Sean Galvin".
 - **BY E-MAIL:** by attaching a scanned copy of the signed document to an e-mail and sending it to sean.galvin@cms-cmck.com. Please enter "For the attention of Mr. Sean Galvin" in the email subject box.
3. If you do not agree to the above resolutions, you do not need to do anything.
 4. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
 5. Unless, by the date at the end of the 28-day period beginning on the circulation date of these resolutions, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or on this date.
 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.