THE COMPANIES ACT 2006 **PUBLIC COMPANY LIMITED BY SHARES** SPECIAL RESOLUTIONS OF DOWNHAM TRAIN EPSTEIN PLC ("COMPANY") (COMPANY NUMBER: 02677179)

DATE OF GENERAL MEETING: 9 Man

2012 ("CIRCULATION DATE")

In accordance with the provisions of Chapter 2 of Part 13 of the Companies Act 2006 ("Act"), the following resolutions are proposed as special resolutions of the Company

SPECIAL RESOLUTIONS

- 1 THAT the Company be re-registered as a private limited company under the Companies Act 2006 by the name of Downham Train Epstein Limited
- 2 THAT the regulations contained in the document submitted to the meeting and for the purposes identification marked with an "A" be and are hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association

By order of the Board

24/05/2012 A29 COMPANIES HOUSE

18/05/2012 COMPANIES HOUSE #204