

The Companies Act 2006

Company limited by shares

Clifton Partners Company Limited

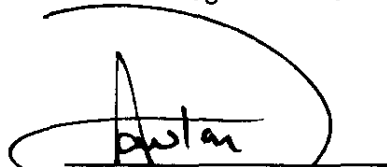
**Resolution in writing of the eligible members of the Company
passed in accordance with section 288 of the Companies Act 2006**

We, the undersigned, being the required majority of eligible members of the Company
irrevocably resolve as follows

Special resolution

- 1 **That** the draft article set out below adopted by the Company as a new article of its existing articles of association

"Subject to, and in accordance with, the provisions of the Companies Act 2006 (the "Act"), The Company may purchase any of its own shares of any class (including redeemable shares) at any price (whether below or above nominal value of the shares) and make a payment in respect of such redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares within such limits as may be specified by the Company in general meeting in compliance with the provisions of the Act and may enter into or vary any contract for such purchase. Any shares to be purchased may be selected in any manner whatsoever. Every such purchase or contract providing for the purchase of the Company of shares in the Company shall be authorised by such resolution or resolutions of the Company as may be required by the Act. All shares so purchased shall be cancelled immediately upon completion of the purchase. Notwithstanding anything to the contrary contained in these Articles the rights and privileges attached to any class of shares shall be deemed not to be modified or abrogated by anything done by the Company in pursuance of the Article. Regulation 10 in Table A shall not apply to the Company



Anthony Lawton



Barry John Channer

Dated 10 June 2015

FRIDAY



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COMPANIES HOUSE



Kirk A Lawton



Aileen Channer