

The Companies Acts 1985 to 2006

Company Limited by Shares

SPECIAL RESOLUTION

OF

CITIBASE PUBLIC LIMITED COMPANY

(Passed on 11 June 2015 at 12.25 p.m.)

At a General Meeting of the Company duly convened and held on the above date the following resolution was duly passed as a special resolution

SPECIAL RESOLUTION

1 **THAT** the Articles of Association of the Company be amended as follows

1 1 by replacing the words "Notwithstanding any other provision of these Articles, except with the agreement of all A Shareholders " in Article 6 3 with the following words

"Notwithstanding any other provision of these Articles, except in the case of a transfer within Article 6 5.3, or with the agreement of all A Shareholders "

1 2 by renumbering the existing Article 6.5 3 as Article 6 5 4 and adding a new Article 6 5 3 as follows

"6 5 3 any Shareholder who is (whether alone or as a joint shareholder) trustee or trustees of a trust being, or being part of, an employees' share scheme, (as defined in Section 1166 Companies Act 2006, as amended or re-enacted from time to time) may at any time transfer all or any Shares held on such trusts, or any interest therein, to any employee of the Company or any subsidiary of the Company "

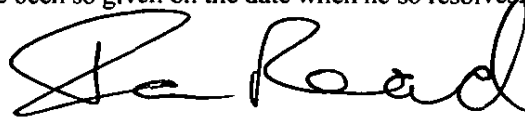
1 3 by replacing the existing Article 6 7 3 with the following new Article 6 7 3

"6 7 3 Subject to the provisions of Article 6 6, any Member (other than Ian Henry Read or David Marcus Joseph (either individually or jointly)), who is an Employee Related Member shall be bound at the time when a Related Employee has ceased to be employed or engaged by the Company or any subsidiary of the Company for any reason howsoever or whatsoever other than death (and in particular whether by resignation, or actual or constructive dismissal), to give a transfer notice in respect of all the Shares in the Company then registered in the name of the Employee Related Member "



1.4 and by replacing the existing Article 6.7 4 3 with the following new Article 6.7 4.3

“6 7 4 3 if on the date of ceasing to be a Related Employee, an Employee Related Member (other than Ian Henry Read or David Marcus Joseph (either individually or jointly)), has not served a transfer notice in respect of all of the Shares in the Company then registered in his name, any of the Directors may resolve that such a notice shall be deemed to have been given by the Employee Related Member on the date on which such Director so resolves and if any such Director does so resolve then such notice shall be deemed to have been so given on the date when he so resolves.”

A handwritten signature in black ink, appearing to read 'I. H. Read', written in a cursive style.

Director/Company Secretary