

2941713

**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF SATRA QUALITY ASSURANCE LIMITED
(THE "COMPANY")
CIRCULATED ON 15TH JUNE 2012**

CHANGE OF ARTICLES OF ASSOCIATION

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as a special resolution

SPECIAL RESOLUTION

It is resolved that the Articles of Association of the Company be modified so that the current Articles 17 and 18 are removed in their entirety and replaced with the amended Articles 17 and 18 as attached in Schedule 1

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

We, the undersigned, were at the time the resolution was circulated entitled to vote on the resolution and irrevocably agree to the resolution

Signed

A. Simmons

Print name

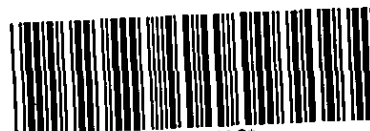
A. SIMMONS

Date

26th June 2012

For and on behalf of SATRA

SATURDAY



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COMPANIES HOUSE

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SCHEDULE 1

Article 17

GOVERNING BOARD

17 a) There shall be a Governing Board, in addition to the Board of Directors. There shall be 6 members of the Governing Board or such other number as may be determined by resolution of the Governing Board from time to time

b) The members of the Governing Board shall be individuals who each have relevant knowledge of at least one of the following industries

- i) Footwear,
- ii) Leather Trades;
- iii) Clothing,
- iv) Safety products,
- v) Education

There will be no more than two SATRA Directors on the Governing Board

c) Two members of the Governing Board will be appointed by the Board of Directors. Any member of the Governing Board may nominate new members of the Governing Board. Appointment of nominees will be subject to approval by the majority of the Governing Board at a Governing Board meeting

d) Governing Board members can, at any time, be removed from the Governing Board by the Board of Directors. Notice of such removal shall have immediate effect

Article 18

REMUNERATION OF THE GOVERNING BOARD

18 Members of the Governing Board who are not employees of the Company may receive such remuneration as the Board of Directors shall determine from time to time at its complete discretion

EXPLANATORY NOTES FOR SHAREHOLDERS

- 1 If you agree to the resolution, please signify your agreement by signing and dating this document where indicated above and returning it to the Company by using one of the following methods
- 1.1 by hand: by delivering the signed copy to SATRA Quality Assurance Limited, Wyndham Way, Telford Way, Kettering, Northants
- 1.2 by post: by returning the signed copy by post to SATRA Quality Assurance Limited, Wyndham Way, Telford Way, Kettering, Northants
- 1.3 by e-mail: by attaching a scanned copy of the signed document to an email and sending it simonb@satra.co.uk, for the attention of Simon Botterill

If you do not agree to the above resolutions, you do not need to do anything

- 2 Once you have signified your agreement to the resolution, you may not revoke your agreement.
- 3 Unless, by 28 days from the circulation date of this written resolution, sufficient agreement has been received for the resolution to be passed, it will lapse. If you agree to the resolution, please ensure that signification of your agreement reaches us before or on this date.
- 4 Sufficient agreement will have been reached to pass an ordinary resolution if eligible members (ie members who were entitled to vote at the time the resolution was circulated) representing a simple majority of the total voting rights of eligible members signify their agreement to it. Sufficient agreement will have been reached to pass a special resolution if eligible members representing not less than 75% of the total voting rights of eligible members signify their agreement to it.
- 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.