

HAY HALL GROUP LIMITED (the **Company**)

(Registered in England No 03141672)

WRITTEN RESOLUTION

On 17 October 2011, the following resolution was duly passed as a written resolution in accordance with the requirements of sections 288 to 300 Companies Act 2006 by the requisite majority of members of the Company

As a special resolution in accordance with section 283 Companies Act 2006

THAT

In accordance with Article 6 1 of the Company's articles of association (the **Articles**), the class rights of the 4,363,656 "B" preferred shares of £1 each (the **B Preference Shares**) in the share capital of the Company and registered in the name of the Hay Hall Holdings Limited be varied (such variation to take effect from the date on which this resolution is passed) in order to convert such B Preference Shares into Ordinary Shares of £1 each having attached thereto the rights specified in the Articles



Director/Secretary

WEDNESDAY



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19/10/2011

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COMPANIES HOUSE