

FOUNTAIN & COLONNADE MANAGEMENT LIMITED

(Company No. 3165167),

WEDNESDAY



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L3N8NBK1

15/07/2009

COMPANIES HOUSE

179

WRITTEN RESOLUTION OF THE MEMBERS OF THE COMPANY

PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following written Special Resolutions be passed by the Company as special resolutions ("Special Resolutions").

THAT the articles of association of the Company be and are hereby amended with immediate effect by the deletion of the existing article 9.5 in its entirety and replacement with a new article numbered 9.5 in the form as set out below:

9.5. Reasons for declining to approve a transfer

9.5.1 Notwithstanding anything otherwise provided in these articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers or otherwise), the directors shall not decline to register any transfer of the Ordinary Shares nor suspend registration thereof (in both cases to the extent permitted by applicable law or regulation);

- (a) where such transfer is in favour of a bank, lender or other financial institution ("**Secured Institution**") or any nominee thereof and the transfer is as contemplated by, or pursuant to, any mortgage or charge of shares of any call or other share option granted in favour of the Secured Institution;
- (b) where such transfer is by or on behalf of a Secured Institution or any nominee thereof (whether by a receiver, any delegate or sub-delegate of the party to whom such security has been granted or otherwise) in favour of any third party upon disposal or realisation of shares following the Secured Institution having become entitled to exercise or enforce its rights under any such mortgage, charge and/or call or other option; or
- (c) where such transfer is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the Ordinary Shares,

and no Secured Institution or its nominee shall (in either such case) be required to offer the Ordinary Shares which are or are to be the subject of any transfer as aforesaid to the Ordinary Shareholders for the time being of the Company or any of them and no such Ordinary Shareholder shall have any right under the articles or otherwise howsoever to require such Ordinary Shares to be transferred to them whether for any valuable consideration or otherwise.

9.5.2 The lien set out in Article 8 shall not apply to the shares held by or that are subject to any mortgage or charge in favour of a Secured Institution (as defined in Article 9.5.1 (a) above)

9.5.3 Subject only to Article 9.5.1 above, the directors shall not be entitled to decline to register the transfer of any Ordinary Shares made pursuant to and complying with the provisions of Articles 9 to 11 inclusive unless either (a) they have substantial reasons for reasonably believing that a transfer purportedly made in accordance with any such provision is not in fact in any material respect in accordance therewith or (b) any amount due and payable by the transferor to the Company (in whatever capacity) remains unpaid and there are no

arrangements in place for the securing or payment of the same satisfactory to the Board (acting reasonably), in which event they shall decline to register such transfer.

THAT the articles of association of the Company be and are hereby amended with immediate effect by the insertion of a new article 10.8 in the form set out below:

10.8 For the avoidance of doubt the provisions of article 10.1 will not apply where a Secured Institution (as defined in article 9.5.1(a)) or its nominee has security over the Ordinary Shares.

Agreement

Please read the notes at the end of this document before signifying your agreement to the Special Resolutions.

Members of the Company who are eligible members because they are entitled to vote on the Special Resolutions on the circulation date (that is the first date on which copies of the Special Resolutions are first sent to members) should sign and date below to signify their agreement to the Special Resolutions.

If you agree to the Special Resolutions, please indicate your agreement by signing and dating this document where indicated and returning it to the Company.

These Special Resolutions must be passed by the requisite majority by the end of the period of 28 days beginning with the circulation date otherwise it will lapse. The agreement of a member to these Special Resolutions is ineffective if signed after this date. If you agree to the Special Resolutions, please ensure that your agreement reaches us on or before this date.

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.

The undersigned, being the members of the Company entitled to vote on the above Special Resolutions, irrevocably agree to pass the Special Resolutions.

Agreed

A SHAREHOLDER

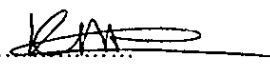
Signed

Kashif Sheikh, Director

For and on behalf of BUCKINGHAM VICTORIA NORTH LIMITED

Date.....

B SHAREHOLDER

Signed  

For and on behalf of MOURANT & CO TRUSTEES LIMITED AS TRUSTEE OF ELIZABETH
BRIDGE UNIT TRUST

Signed AK ~~KA~~

For and on behalf of MOURANT PROPERTY TRUSTEES LIMITED AS TRUSTEE OF ELIZABETH
BRIDGE UNIT TRUST

Date 2 JUL 2009

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Signed

Kashif Sheikh, Director

For and on behalf of BUCKINGHAM VICTORIA NORTH LIMITED



Date

B SHAREHOLDER

Signed