

Company number: 03423317

The Companies Act 2006

Written resolutions

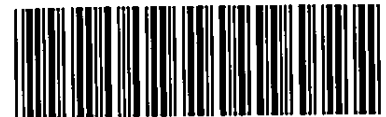
of

Tufton Developments Limited (the "Company")

Private company limited by shares

\\ March 2010 (the "Circulation Date")

WEDNESDAY



A01 *ARDAHIK7* 301
24/03/2010
COMPANIES HOUSE

Given that, pursuant to Chapter 2 of Part 13 of the Companies Act 2006, I the sole member of the Company have proposed and I, being the sole member of the Company who is entitled to vote on the resolutions set out below, HEREBY VOTE IN FAVOUR OF THE FOLLOWING RESOLUTIONS IN WRITING, as special resolutions of the Company, and hereby irrevocably agree in accordance with section 288 of the Companies Act 2006 that the said resolutions shall for all purposes be valid and effective as if passed as special resolutions at a general meeting of the Company duly convened and held:

Special Resolutions

Articles of Association

THAT The Articles of Association of the Company be amended by the addition of the following new Articles

1 Restriction on Transfer of Shares

"14(a) Notwithstanding anything to the contrary contained in these Articles, the directors shall not decline to register the transfer of a share (whether or not it is a fully paid share):

- (i) to any bank, financial institution or other person in whose favour any such share has been charged by a member by way of security (or to any nominee of, or to any person acting as agent or security trustee for, any such bank, financial institution or other person (a "**Secured Institution**")), or
- (ii) delivered to the Company for registration by a Secured Institution in order to perfect its security over any such share, or
- (iii) executed by a Secured Institution pursuant to a power of sale or other powers conferred by or pursuant to such security or by law,

and may not suspend the registration of any such transfer and, furthermore, notwithstanding anything to the contrary contained in these Articles, no transferor,

or proposed transferor, of any such share to a Secured Institution, and no Secured Institution, shall (in respect of any transfer referred to above) be required to offer any such share to the members for the time being of the Company or any of them and no such member shall have any right under the Articles or otherwise howsoever to require any such share to be transferred to that member whether for any valuable consideration or otherwise.”, and


2. Lien over shares

“3(a) Notwithstanding anything to the contrary contained in these Articles, the Company shall have no lien on any share that has been charged to a Secured Institution (as defined in Article 14(a)) by a member by way of security and these Articles shall not apply in respect of any such share. ”

Important:

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

The undersigned, being the person entitled to vote on the resolutions on the Circulation Date (see Notes 4 and 5 below), hereby irrevocably agree to the Special Resolutions

..... 
duly authorised signatory
for and on behalf of
United House Developments Limited

Date: ..11..March..2010.....

A copy of this written resolution has been supplied to the auditors of the Company

IMPORTANT

Notes to shareholders about the proposed Written Resolutions

1. You can choose to agree to all of the Special Resolutions or none of them, but you cannot agree to only some of them. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods
 - By hand (by delivering the signed copy to Osborne Clarke, Apex Plaza, Forbury Road, Reading RG1 1AX marked for the attention of Victoria Clarke)
 - By post (by delivering the signed copy to Osborne Clarke, Apex Plaza, Forbury Road, Reading RG1 1AX marked for the attention of Victoria Clarke).
 - By fax (by faxing a signed copy to 0118 959 2849 marked for the attention of Victoria Clarke)
 - By email (by attaching a scanned copy of the signed document to an email and sending it to victoria.clarke@osborneclarke.com Please enter "Written resolutions circulated on \ \ March 2010" in the email subject box
2. **The resolutions will lapse** if sufficient votes in favour of them have not been received within 28 days of the Circulation Date Unless you do not wish to vote on the resolutions, please ensure that your agreement reaches the Company on or before this date and time If the Company has not received this document from you by then you will be deemed to have voted against the resolutions
3. Once you have signified your agreement to the resolutions such agreement cannot be revoked.
4. In the case of joint holders of shares, only the vote of the holder whose name appears first in the register of members of the Company in respect of such joint holding will be counted by the Company to the exclusion of the other joint holder(s).
5. If a member has exercised the right, pursuant to the Company's articles of association and section 145 of the Act, to nominate another person to exercise a right to vote on a written resolution, then the vote of that nominee will be counted by the Company to the exclusion of the member
6. 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.