

COMPANIES ACT, 2006

NOTICE OF SPECIAL RESOLUTIONS

Pursuant to Sections 29 and 30 of the Companies Act, 2006

WANSBECK LIFE LIMITED
(Company No 03556450)

Incorporated on 27th. Day of April, 1998

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COMPANIES HOUSE

At an Annual General Meeting of the Company, duly convened, held on 10th January, 2011 at County Hall, Morpeth, Northumberland, NE61 2EF the following **SPECIAL RESOLUTIONS** were passed:

SPECIAL RESOLUTION (SR4)

THAT the Company, having considered it appropriate to effect a restructure of the 'group' (of which it is the parent company) authorises the Company Secretary to take such steps (including the setting-up and incorporation of three additional companies and a further two companies if the option in 3. below is exercised by the Company Secretary) in order to achieve the following revised group structure in the most efficacious way:

1. The incorporation of a new 'holding company' of which Northumberland County Council is to be the sole shareholder (appropriate share denominations to be decided at the time of incorporation, following liaison with the Ordinary shareholder's duly authorised representative)
2. The renaming and re-constitution of Wansbeck Life Limited and its wholly-owned subsidiary, Northern Coalfields Property Company Limited, in such a way as to ensure that they are both wholly-owned subsidiaries of the newly created 'holding company'. Such changes should take effect such that neither of these companies is to be dominant in respect of the other but that each is the subsidiary of the newly created 'holding company'. If it is efficacious to do so, the Company Secretary is authorised to incorporate two new companies to replace the names of the said companies (ie by way of 'name swap') the timing of which is to be determined by the Company Secretary in consultation with the duly authorised Ordinary shareholder representative
3. The incorporation of a new company, ranking *pari passu* with the other 'subsidiary' companies mentioned at 1. above, such company to be formed with the general intention of pursuing and effecting new build,

refurbishment, renovation and restoration development opportunities (both domestic and commercial).

- 4 The incorporation of a new company, ranking *pari passu* with the other 'subsidiary' companies mentioned at 1. above, such company to be formed with the general intention of facilitating financial services in respect of any or all of the companies (whether existing or newly created) including the newly incorporated 'holding' company, as well as external interests as may be required

In pursuing the 're-structure' so approved, the Company Secretary is hereby authorised to take such advice as may be appropriate, including advice in relation to tax implications (including Corporation and Value Added Tax) and the effects of requisite share transfers required to bring about the proposed re-structure. The Company Secretary is further authorised to use his discretion, exercised in consultation with the duly authorised Ordinary shareholder representative as necessary, to carry out this Resolution in an appropriate and efficacious timescale

*** SPECIAL RESOLUTION (SR5)**

THAT the Company, having resolved to re-structure the 'group' of which it is currently the 'parent' company and in so doing, to set-up and incorporate (up to) five additional companies, HEREBY RESOLVES and authorises the Company Secretary, to take such steps, as may be necessary, to name (or re-name, as the case may be) the existing and proposed companies as follows:

- 1) The (new) 'holding' company is to be named: Arch (Corporate Holdings) Limited upon incorporation
- 2) The existing (parent company) Wansbeck Life Limited is to be re-named Arch (Commercial Enterprise) Limited (subject to the new holding company being successfully incorporated)
- 3) The existing (subsidiary company) Northern Coalfields Property Company Limited to be re-named: Arch (Housing) Limited (subject to the new holding company being successfully incorporated)
- 4) The (new) subsidiary company incorporated to facilitate development projects (and which will rank *pari passu* with companies 2) and 3) above, to be named: Arch (Development Projects) Limited upon incorporation
- 5) The (new) subsidiary company incorporated to facilitate financial services (and which will rank *pari passu* with companies 2) and 3) above, to be named Arch (Financial Services) Limited upon incorporation.

The proposed name changes of Wansbeck Life Limited and Northern Coalfields Property Company Limited are subject to the successful incorporation of those 'new' companies mentioned at 2) and 3) above and the Company Secretary is

authorised to notify the Registrar of Companies accordingly (in accordance with
s.78(2) of the Companies Act, 2006)

Signed

A handwritten signature in black ink, appearing to read 'Victor W Adams', written over a horizontal line.

Date. 10th January, 2011

Victor W Adams

Company Secretary



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3556450

The Registrar of Companies for England and Wales hereby certifies that
under the Companies Act 2006:

WANSBECK LIFE LIMITED

a company incorporated as private limited by shares; having its registered
office situated in England/Wales; has changed its name to:

ARCH (COMMERCIAL ENTERPRISE) LIMITED

Given at Companies House on **1st April 2011**



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES