

Northern Business Forum Limited (the "Company")

(Registered Number: 3718656)

Special Resolution

Passed on 18 December 2012

FRIDAY



A06 *A10PE6EB*

28/12/2012

COMPANIES HOUSE

#101

The following resolution was passed on the above date by way of a written resolution under Chapter 2 part 13 of the Companies Act 2006

Special Resolution

- 1 **THAT** the Articles of Association of the Company be amended by deleting the present articles 4 1, 5 1, 5 2, 12 1, 12 7 and 12 8 in their entirety and replaced with the following new articles respectively, with immediate effect

"4 1 All general meetings shall be called extraordinary general meetings"

"5 1 All general meetings shall be called by at least fourteen clear day's notice in writing The notice shall specify the time and place of the meeting and the general nature of the business to be transacted, in the case of special business"

"5 2 All business shall be deemed special that is transacted at an extraordinary general meeting with the exception of the consideration of the profit and loss account, balance sheet, and the reports of the directors and auditors, the election of directors in place of those retiring and the appointment of, and the fixing of remuneration, of the auditors"

"12 1 At least once in every 12 month period commencing on the date of the incorporation of the Company, one-third of the directors of the Company who are subject to retirement by rotation or, if their number is not three or a multiple of three, then the number nearest to, but not exceeding one-third, shall retire from office but if there is only one director who is subject to retirement by rotation, he shall not retire

"12 7 The directors may appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director provided that the appointment does not cause the number of directors to exceed any number fixed in accordance with these Articles as the maximum number of directors A director so appointed shall only hold office until the first general meeting held following the first anniversary of his appointment, and shall be eligible for reappointment but shall not be taken into account in determining the directors who are to retire by rotation at the meeting If not reappointed at such general meeting, he shall vacate office at the conclusion thereof"

"12 8 Subject to the foregoing provisions of these Articles, a director who retires at a general meeting may, if willing to act, be reappointed If he is not

reappointed, he shall retain office until the meeting appoints someone in his place, or if he does not do so, until the end of the meeting"

Signed 
Company Secretary

Dated 18 December 2012