

**COMPANIES ACT
WRITTEN RESOLUTIONS OF**

TUESDAY



A32 *A1ZMACKX* 08/01/2013 #39
COMPANIES HOUSE

**CHATTAN SUPPORT LIMITED
(registered in England and Wales no 3984100)**

I, the undersigned, being the sole member of the above company, for the time being entitled to receive notice of, and vote at General Meetings, hereby pass the following resolutions and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the company duly convened and held

It is resolved that, in the Articles of Association of the Company dated upon incorporation.

1. In Article 2 2, the words "Regulations 24, 39, 40, 73 to 78 inclusive, 87, 101 and 118" shall be amended to read "Regulations 24, 36, 39, 40, 50, 53, 73 to 78 inclusive, 80, 101 and 118".
2. In Article 3 3, the words "but may be renewed by Special Resolution of the members for up to five years at a time" shall be inserted after the words "incorporation of the Company".
3. Article 3 4 shall be deleted
4. In Article 4, the words "The lien conferred by regulation 8 shall apply to " shall be amended to read "The lien conferred by regulation 8 shall apply:" and the words "(a) all shares of the Company" shall be amended to read "(a) to all shares of the Company"
5. Article 6 shall be re-numbered Article 6 2 and before it shall be inserted a new Article 6 1 reading as follows
"In Regulation 38
a) the first sentence shall be deleted,
b) the second sentence shall be replaced with "All general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety per cent in nominal value of the shares giving that right (excluding any shares held in the company as treasury shares)" and the following paragraphs (a) and (b) shall be deleted,
c) the words "and, in the case of an annual general meeting, shall specify the meeting as such" shall be deleted "
6. After Article 8 2 shall be inserted a new Article 8.3 reading as follows
"The words "at any time" shall be substituted for the words "and not less than 24 hours" in regulation 62(b) "
7. Article 9 shall be re-numbered Article 9 1 and after it shall be inserted a new Article 9 2 reading as follows.
"A proposed written resolution of members shall lapse if it is not passed before the period of time specified by the directors in the notice circulating

the resolution, or, if none is specified, a period of seven days beginning with the circulation date "

8 Article 13 shall be amended to read as follows

"Subject to the provisions of the Statutes, a Director may be interested directly or indirectly in any transaction or arrangement or in any proposed transaction or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. A director must declare the nature and extent of any such interest.

- a) if he is aware of the interest, at the commencement of discussions regarding any such transaction or arrangement
- b) if he becomes aware of the interest after the commencement of discussions, as soon as reasonably practicable after he becomes aware of it

Notwithstanding his interest a Director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him. Regulation 94 shall be modified accordingly."

9 In Article 19.1, the words "the Secretary or second Director" shall be amended to read "the Secretary (if any) or a second Director"

10 In Article 20 2, the words "on paper" shall be deleted.

11 In Article 22(a), after the words "shall be deleted" shall be added "and the words "an extraordinary general meeting" shall be replaced by "a general meeting""

12 Article 22(c) shall be amended to read "in regulation 88 the third and fifth sentences shall be deleted"

13 At the end of Article 22 shall be added the following

"(g) in regulation 99 the words "the secretary shall be appointed" shall be replaced by the words "if a secretary is appointed, he shall be appointed"

Dated.. .. 4 January 2013

Signed by the member

K. J. Thomas

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**CHATTAN SUPPORT LIMITED
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I, the undersigned, being the sole member of the above company, for the time being entitled to receive notice of, and vote at General Meetings, hereby pass the following resolutions and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the company duly convened and held

It is resolved that the authority conferred upon the Directors by Articles 3.1 and 3.2 of the Articles of Association (as amended on 4th January 2013) shall be renewed for a period of five years beginning on the date hereof

Dated 4 January 2013

Signed by the member

K. J. Thomas