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COMPANIES HOUSE

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**PARTNERSHIPS UK PLC**

At a general meeting of Partnerships UK plc duly convened and held on 1 March 2013, the following resolutions were passed of which resolutions 1 to 3 were passed as special resolutions

**SPECIAL RESOLUTIONS**

- 1 **THAT**, the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the Company's Articles of Association, and
- 2 **THAT**, pursuant to the provisions of section 97 of the Companies Act 2006, the Company be re-registered as a private company under the name of Partnerships UK Limited and that in connection with such re-registration new articles of association in the form contained in the draft articles of association produced to the meeting and initialled by the chairman for the purposes of identification be adopted as the articles of association of the Company in substitution for and to the exclusion of all previous articles of association, and
- 3 **THAT**, in accordance with paragraph 47(3), Schedule 4, Companies Act 2006 (Commencement No 5, Transitional Provisions and Savings) Order 2007, authorisation may be given by the directors in accordance with section 175(5)(a) of the Companies Act 2006 of any matters

Chairman