

COMPANY NUMBER 4217612

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF

GRAINGER (CLAPHAM) LIMITED

Circulation Date **23 July** 2012

Pusuant to Chapter 2 of Part 13 of the Companies Act 2006 (as amended), we the undersigned being the sole eligible member of the Company entitled to receive notice of and to attend and vote at general meetings of the Company on the above Circulation Date hereby pass the following resolution as a written resolution and agree that if duly passed, it 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

SPECIAL RESOLUTION

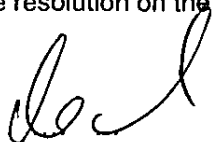
That Article 2 5 of the articles of association of the Company be deleted and replaced with the following -

"2 5 Directors' power to refuse transfer

- (a) Subject to Article 2 5(b), the Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share and Regulation 24 of Table A shall be modified accordingly
- (b) The Directors shall not decline to register the transfer of any share which is made by way of enforcement of any charge or other security held by the transferor over such share "

AGREEMENT

The person named below, being the sole member of the Company entitled to vote on the above resolution on the Circulation Date, hereby irrevocably agrees to the above resolution



For and on behalf of GIP Limited

Date **23 July** 2012

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COMPANIES HOUSE

Note

A special resolution will be passed once members representing 75% of the total voting rights of the eligible members signify their agreement to it. The requisite percentage must be achieved within 28 days beginning on the Circulation Date specified above.

If you agree to the above resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.