

MINUTES OF A GENERAL MEETING OF SHAREHOLDERS

Held at: Weston Centre, 10 Grosvenor Street,
London W1K 4QY
On: 23 February 2010 at 3 15pm
Present: Guy H Weston (Chairman)
Stephen Hancock

TUESDAY
WED



A09 *AGS5SJ42* 110
13/04/2010
COMPANIES HOUSE
A20 *AWW05I6V* 361
10/03/2010
COMPANIES HOUSE

REPRESENTING THE SOLE SHAREHOLDERS WITTINGTON
INVESTMENTS LIMITED and HOWARD INVESTMENTS LIMITED

IT WAS RESOLVED, EACH AS A SPECIAL RESOLUTION:

1. THAT with effect from the issue by the Registrar of a certificate of incorporation on re-registration pursuant to section 101 of the Companies Act 2006 the Company be re-registered as a private limited company
2. THAT with effect from the issue by the Registrar of a certificate of incorporation on re-registration pursuant to section 101 of the Companies Act 2006 the Company's name be change to WILH (Investments) Limited
3. THAT with effect from the issue by the registrar of a certificate of incorporation on re-registration pursuant to section 101 of the Companies Act 2006 the Company's Articles of Association -
 - (a) exclude the provisions of the Company's memorandum of association which, by virtue of section 28 of the Companies Act 2006 are otherwise to be treated as provisions of its articles of association, and
 - (b) produced to the meeting and initialled by the chairman of the meeting for the purpose of identification be adopted as the new Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association

IT WAS RESOLVED EACH AS AN ORDINARY RESOLUTION

4. THAT the directors of the Company may authorise, in accordance with section 175(5)(1) of the Companies Act 2006, any matter which would otherwise result in a director infringing his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company
5. THAT the directors of the Company may exercise all the powers of the Company to allot shares in the Company and grant rights to subscribe for, or convert any security into, shares in the Company in accordance with section 550 of the Companies Act 2006

Guy Weston
CHAIRMAN

WILH (INVESTMENTS) PLC

NOTICE IS HEREBY GIVEN that a **GENERAL MEETING** of the Company will be held at Weston Centre, 10 Grosvenor Street, London W1K 4QY on 23 February 2010 at 3 15pm to consider, and if thought fit, to pass the following resolutions, the first, second and third each as a Special Resolution and the fourth and fifth each as an Ordinary Resolution -

SPECIAL RESOLUTIONS

- 1 THAT with effect from the issue by the Registrar of a certificate of incorporation on re-registration pursuant to section 101 of the Companies Act 2006 the Company be re-registered as a private limited company
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ORDINARY RESOLUTIONS

- 4 THAT the directors of the Company may authorise, in accordance with section 175(5)(1) of the Companies Act 2006, any matter which would otherwise result in a director infringing his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company
- 5 THAT the directors of the Company may exercise all the powers of the Company to allot shares in the Company and grant rights to subscribe for, or convert any security into, shares in the Company in accordance with section 550 of the Companies Act 2006

BY ORDER OF THE BOARD

.....
Secretary

NOTE: A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and, on a poll, to vote on his behalf. The proxy need not be a member of the Company. Proxies may be posted to or deposited at the registered office of the Company and in each case must be received by the Company not less than 48 hours before the time of the meeting.

Registered Office - Weston Centre
10 Grosvenor Street
London W1K 4QY

Registered Number - 4224010
Dated the - 23 February 2010

Registered in England and Wales with no 4224010
Registered office Weston Centre, 10 Grosvenor Street, London, W1K 4QY

WILH (INVESTMENTS) PLC

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