



A25      \*A3JGKXTQ\*      #56  
28/10/2014  
COMPANIES HOUSE

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**BALMCREST ESTATES MANAGEMENT LIMITED**

**("Company")**

Written resolution of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 ("Act") proposed by the sole director of the Company as a special resolution as detailed below

**SPECIAL RESOLUTION**

**That** the articles of association of the Company be amended by inserting the following provisions into Article 7 as new Articles 7(m) - 7(o)

- (m) Notwithstanding the provisions of Article 7(l) or anything else contained in these Articles
- (i) the directors (or director if there is only one) of the Company may not decline to register any transfer of shares in the Company nor suspend registration of any such shares, and
- (ii) a holder of shares in the Company is not required to comply with any provision of the Articles which restricts the transfer of shares or which requires any such shares to be first offered to all or any current shareholders of the Company before any transfer may take place,

where in any such case the transfer is or is to be

- (i) executed by a bank or institution to which such shares have been mortgaged or charged by way of security (or by any nominee of such bank or institution) pursuant to a power of sale under such security,
- (ii) executed by a receiver or manager appointed by or on behalf of any such bank or institution under any such security, or
- (iii) to any such bank or institution (or to its nominee) pursuant to any such security

A certificate by any officer or such bank or institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts

- (n) Any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a bank or financial institution or a subsidiary of a bank or financial institution or which are transferred in accordance with the provision of Article 7(m)
- (o) Any pre-emption rights conferred on existing members by these Articles or otherwise shall not apply in respect of any shares which have been charged by way of security to a bank or financial institution or a subsidiary of a bank or financial institution or which are transferred in accordance with the provision of Article 7(m)

**29 APRIL**

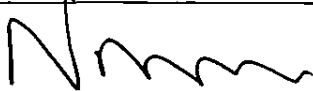
**Circulation date:** [DATE] 2014

**Registered office:**

23 Womanby Street  
Castle Quarter  
Cardiff  
United Kingdom  
CF10 1BR

**Agreement to written resolution**

We, the undersigned, being persons entitled to vote on the above resolution, irrevocably agree to such resolution

Name of corporate member	<b>BALMCREST HOMES LIMITED</b>	
Name and position of signatory	<b>NJC GRIFFITH (Director)</b> <i>Block capitals please</i>	
Signed by authorised person on behalf of corporate member		
		Dated <b>29/04/14.</b>