

THURSDAY



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28/04/2016

COMPANIES HOUSE

#197

## THE COMPANIES ACT 2006

## COMPANY LIMITED BY SHARES

## ASPERS (SWANSEA) LIMITED

(COMPANY NUMBER 04917863)

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08/04/2016

COMPANIES HOUSE

#180

The following written resolutions were passed by the Company on 24 March 2016, which would otherwise be required to be passed as special resolutions

## SPECIAL RESOLUTIONS

1. **THAT** the articles of association of the Company (the "**Articles**") be amended by inserting the following as a new Article 7A.

"Notwithstanding anything contained in these Articles any lien over shares (whether paid or unpaid shares) shall not apply to any shares that have been mortgaged or charged by way of security in favour of a bank or other entity (whether as lender, agent, trustee or otherwise) (a "**Secured Party**") "

2. **THAT** the Articles be amended by inserting the following as a new Article 7B

"Notwithstanding anything contained in these Articles any lien over shares (whether paid or unpaid shares), any pre-emption rights over shares and any other restrictions on the transfer of shares shall not apply to any shares that have been mortgaged or charged by way of security in favour of a Secured Party "

3. **THAT** the Articles be amended by inserting the following as a new Article 12A

"Notwithstanding anything contained in these Articles 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 shares in the Company in each case where such shares have been mortgaged or charged by way of security in favour of a Secured Party and where the transfer is or is to be:

- (a) to a Secured Party or its nominee, or
- (b) executed by a Secured Party, its nominee or any receiver (or similar officer) pursuant to any power existing under such security,

and a certificate from the Secured Party, its nominee or any receiver (or similar officer) that the shares are or are to be subject to such security and the transfer is in accordance with the provisions of this Article shall be conclusive evidence of such facts "

4. **THAT** the Articles be amended by inserting the following as a new Article 14A.

**"TELEPHONIC BOARD MEETINGS**

Notwithstanding anything contained in these Articles, any director or alternate director may validly participate in a meeting of the Board through the medium of conference telephone or similar form of communication equipment provided that all persons participating in the meeting are able to hear and speak to each other throughout such meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum and be entitled to vote

Subject to the Act, all business transacted in such manner by the Board or a committee of the Board shall for the purpose of these Articles be deemed to be validly and effectively transacted at a meeting of the Board or a committee of the Board notwithstanding that a quorum of directors is not physically present in the same place

Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, there the Chairman of the meeting is "



Chairman

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