

Company number: 05059819

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

LAMBERT KIRK LIMITED (the Company)

Circulation date: 26/3/2015

In accordance with the provisions of Chapter 2 of Part 13 of the Companies Act 2006, the following resolution is passed as a special resolution of the Company

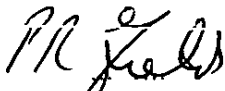
SPECIAL RESOLUTION

THAT the articles of association of the Company (the **Articles**) be amended by inserting the following new article as article 14 (**Transfer of Shares**) and the remaining sub-clauses be renumbered accordingly

"TRANSFER OF SHARES

- 1 Notwithstanding anything contained in these Articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer
 - 1 1 is to any bank or institution to which such shares have been charged by way of security, or to any nominee of such a bank or institution (a **Secured Institution**),
 - 1 2 is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or
 - 1 3 is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security
 - 1 4 and furthermore notwithstanding anything to the contrary contained in these Articles, no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to provide any prior written notice to the Company or to offer the shares which are or are to be the subject of any such transfer to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise to require such shares to be transferred to them whether for consideration or not
- 2 The Company shall have no lien on any shares which have been charged by way of security to a Secured Institution and the provisions of Regulation 11 of Table A relating to liens over shares shall not apply in respect of any such shares
- 3 Any pre-emption rights contained in these articles of association shall not apply in relation to any shares which have been charged by way of security to a Secured Institution by any shareholder of the Company from time to time "

The persons named below, being all the persons eligible to vote on the above resolution on the circulation date, irrevocably agree to that resolution



William Kirk Holdings Limited



Lambert Brothers Holdings Limited

SATURDAY



A01 *A454XLQW* 11/04/2015 #196
COMPANIES HOUSE

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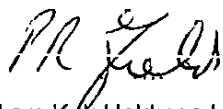
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William Kirk Holdings Limited



Lambert Brothers Holdings Limited



COMPANIES HOUSE

Date **26.3.** 2015

NOTE

- 1 If you agree with the resolutions, please sign and date this document and return it to the Company using one of the following methods
 - **By hand** delivering the signed copy to Stephen Roberts at Gateley LLP, Ship Canal House, 98 King Street, Manchester M2 4WU
 - **Post** returning the signed copy by post to Stephen Roberts at Gateley LLP, Ship Canal House, 98 King Street, Manchester M2 4WU

If you do not agree with the resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply
- 2 Once you have indicated your agreement to the resolutions, you may not revoke your agreement
- 3 The resolutions set out above will lapse if the required majority of eligible members have not signified their agreement to them by the end of the period of 28 days beginning with the circulation date set out above. If you agree to the resolutions, please ensure that your agreement reaches us before that date
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document

Date 26/3 2015

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