



\*E0ZIL2QB\*

EDX

29/3/2012 #1075  
COMPANIES HOUSE

**WRITTEN RESOLUTION (FOR SIGNATURE BY MEMBERS)**

No 05075207

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTIONS**

of

**COMPCO BRIGHTON LIMITED (the "Company")**

(Circulated on 22/3 2012)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions be passed as special resolutions of the Company

**SPECIAL RESOLUTIONS**

**THAT:**

The Articles of Association of the Company be amended by

1 1 inserting a new Article 17 as follows

"Notwithstanding anything to the contrary contained in these Articles, the Company shall have no lien on any share that has been charged to a Secured Institution (as defined in Article 18) by a member by way of security and Regulations 8, 9, 10 and 11 of Table A shall not apply to the Company in respect of any such share",

1 2 inserting a new Article 18 as follows

"Notwithstanding anything to the contrary contained in these Articles, the directors shall not decline to register the transfer of a share (whether or not it is a fully paid share) where such transfer -

- (i) is to any bank or financial institution in whose favour any such share has been charged by a member by way of security (or to any nominee of, or to any person acting as agent or security trustee for, any such bank or financial institution) (a "**Secured Institution**"), or
- (ii) is delivered to the Company for registration by a Secured Institution in order to perfect its security over any such share; or
- (iii) is executed by a Secured Institution pursuant to a power of sale or other powers conferred by or pursuant to such security,

and may not suspend the registration of any such transfer and furthermore notwithstanding anything to the contrary contained in these Articles, no transferor or proposed transferor, of any such share in the Company to a Secured Institution, and no Secured Institution, shall (in respect of any such transfer referred to in this Article 18) be required to offer any such share to

the members for the time being of the Company or any of them, and no such member shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or otherwise";

1 3 deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 Companies Act 2006, are to be treated as provisions of the Company's Articles of Association, and

1 4 inserting a new Article 19 as follows

"The liability of the members is limited to the amount, if any, unpaid on the shares held by them "

**Please read the notes at the end of this document before signifying your agreement to the resolutions set out above ('Special Resolutions').**

The undersigned, being all the persons entitled to vote on the Special Resolutions on 22/3 2012, irrevocably agree to the Special Resolutions

For and on behalf of **Compco Holdings Limited**

**DATE**

26 March 2012

Duly authorised

For and on behalf of **Compco CLG One Limited**

**DATE**

26 March 2012

Duly authorised

**Notes:**

The Special Resolutions will lapse unless sufficient agreement has been received to pass them by 18/04/2012. If you agree to the resolutions, please ensure that your agreement reaches us as soon as possible and in any event by that date

The mechanics for signifying agreement to the Special Resolutions are set out below. If you do not agree to the Special Resolutions, you do not need to do anything, you will not be deemed to have agreed by failing to respond

1 If you agree to Special Resolutions, please sign and date this document as indicated above and return it to Victoria Green at Clyde & Co (who will hold the signed document on your behalf until instructed to forward it to the Company)] using one of the methods set out below. Receipt by the Company of the signed document signifies your agreement to the Special Resolutions

- By hand delivering the signed copy to Victoria Green at Clyde & Co LLP, 1 Stoke Road, Guildford, Surrey GU1 4HW.
- Post returning the signed copy by post to Victoria Green at Clyde & Co LLP, 1 Stoke Road, Guildford, Surrey GU1 4HW
- Email attaching a scanned copy of the signed document to an email and sending it to [victoria.green@clydeco.com](mailto:victoria.green@clydeco.com) Please enter

'Written resolutions circulated on 22/3/12 ' in the email subject box

- 2 Once you have signified your agreement to Special Resolutions you may not revoke your agreement
- 3 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