

**SPECIAL RESOLUTIONS**

**OF**

**PALACE CAPITAL (HALIFAX) LIMITED (Company No. 05122315)**

**(the "Company")**

Passed on 22 June 2016

The following resolutions were duly passed as special resolutions by way of written resolutions under Chapter 2 of Part 13 of the Companies Act 2006

- 1 **THAT** the articles of association of the Company be amended by inserting the following new article 32 3

*"Notwithstanding anything contained in these Articles, 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 institution to whom such shares have been charged by way of security, or to any nominee or transferee of such bank or institutions "*

- 2 **THAT** the articles of association of the Company be amended by inserting the following new article 47 9

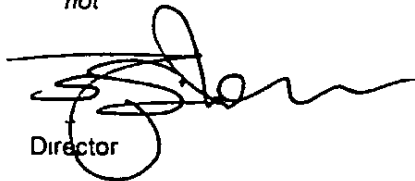
*"Notwithstanding anything contained in these Articles to the contrary, the directors shall not decline to register any transfer of shares, nor may they suspend the registration of the transfer of any shares if such transfer*

*47 9 1 is to any bank or institution or lender to which such shares have been charged by way of security, or to any nominee of such a bank or institution or lender (Secured Institution), or*

*47 9 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*

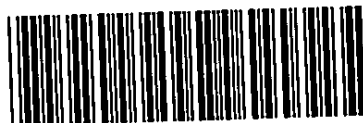
*47 9 3 is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,*

*and furthermore notwithstanding anything to the contrary contained in these Articles, no transferee or proposed transferor of any shares in the Company to a Secured Institution or its nominee, and no Secured Institution or its nominee, shall be required to comply with Article 48 or offer the shares which are or are to be the subject of any transfer aforesaid to the member for the time being of the Company or any of them, and no such member shall have any right under these Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not"*

  
Director

STEPHEN SILVESTER  
Print Name

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