

Company No: 05186807

THE COMPANIES ACT 2006

SPECIAL RESOLUTIONS

- of -

Just Wills Group PLC

Passed on 28 May 2010

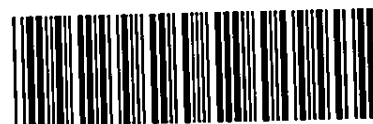
At a general meeting of the company, duly convened and held at 10 am on the 28 day of May 2010 at Wessing LLP, 5 New Street Square, London, EC4A 3TW, the following special resolutions were duly passed unanimously by the company

SPECIAL RESOLUTIONS

- 1 THAT in accordance with section 97(1)(a) of the Companies Act 2006 (as amended) (the "Act"), the company be re-registered as a private company
- 2 THAT the name of the company be changed to JUST WILLS GROUP LIMITED
- 3 THAT the articles of association of the Company be altered by
 - (a) the deletion of the word "PUBLIC" in the term "PUBLIC COMPANY LIMITED BY SHARES" in the front page title,
 - (b) the deletion of the words "CAVERSHAM GROUP PLC" from the name of the Company in the front title page and the insertion of "JUST WILLS GROUP LIMITED", and
 - (c) the deletion of the word "public" and the insertion of the word "private" in article 2
- 4 THAT the memorandum of association of the Company be amended as follows
 - (a) the deletion of the word "PUBLIC" in the term "PUBLIC COMPANY LIMITED BY SHARES" in the front page title,
 - (b) the deletion of the words "CAVERSHAM GROUP PLC" from the name of the Company in the front title page and the insertion of "JUST WILLS GROUP LIMITED", and
 - (c) the deletion of the word "public" and the insertion of the word "private" in clause 3



Chairman



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