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Jones Day
25.6.12

**THE COMPANIES ACTS 1985 TO 2006
PRIVATE COMPANY LIMITED BY SHARES
MEMBERS WRITTEN RESOLUTIONS**

Company No 5491360

LONDON & STAMFORD INVESTMENTS LIMITED (the "Company")

Passed on 20 JUNE 2012

We, the undersigned being the holder of the entire issued share capital of the Company and, as such, the only member entitled to attend and vote at general meetings of the Company acting pursuant to the powers contained in the Articles of Association of the Company and in accordance with Chapter 2, Part 13 of the Companies Act 2006 pass the following resolutions each as a special resolution to take immediate effect as if each had been passed as a Special Resolution at a general meeting duly convened and held

SPECIAL RESOLUTIONS

- 1 That the Articles of Association of the Company be amended by adding the following wording at the end of article 11

"Notwithstanding anything otherwise provided in these articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise), the directors shall not decline to register any transfer of shares nor suspend registration thereof

- (a) where such transfer is in favour of a bank or other financial institution or any nominee of a bank or other financial institution and the transfer is as contemplated by, or pursuant to, any mortgage or charge of shares or any call or other share option granted in favour of such a lender, bank or other financial institution (in each case a "**Secured Party**"); or
- (b) where such transfer is delivered to the Company for registration by or on behalf of a Secured Party or its nominee in order to register the Secured Party as legal owner of the shares or in order to transfer the shares to a third party upon disposal or realisation of shares following the Secured Party having become entitled to exercise or enforce its rights under any such mortgage, charge and/or call or other option, or
- (c) where such transfer is executed by a Secured Party or its nominee pursuant to the power of sale or the power under such security,

and a certificate by any officer of the Secured Party that the relevant transfer is within paragraph (a), (b) or (c) above shall be conclusive evidence of that fact "

- 2 That the Articles of Association of the Company be amended by inserting the following provision as a new article 64

"The lien referred to in Table A, Regulation 8 will not apply where a lender, bank or other financial institution has a charge or mortgage over those shares referred to herein "

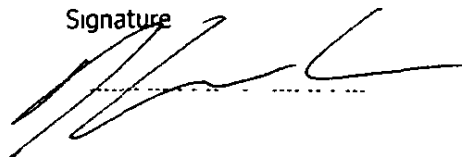


The undersigned, a person entitled to vote on the above resolution hereby irrevocably agrees to the above resolutions

Members Name

Signature

London & Stamford Property Limited

A handwritten signature in black ink, consisting of several fluid, overlapping strokes, positioned over a horizontal dotted line.

Note: Your agreement to a resolution, once signed by you and received by the Company, may not be revoked