

**THE COMPANIES ACT 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES
MEMBER WRITTEN RESOLUTIONS**

Company No 6240915

**40 GROSVENOR PLACE (GP) LIMITED
(the "Company")**

THURSDAY



A46 *A20PMT4P* #32
24/01/2013
COMPANIES HOUSE

Passed on 10 January 2013

We, the undersigned being all the holders of the entire issued share capital of the Company and, as such, all members 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 resolutions to take immediate effect as if each had been passed as Special Resolutions 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 5 1.

"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 4.2:

"The lien referred to in Article 4 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.

Member's Name

NPS (Grosvenor) Limited

Signature



For and on behalf of NPS (Grosvenor)
Limited

Notes

1 If you agree with the Resolution, please signify your agreement by signing and dating this document and returning it to the directors of the Company as soon as possible. If you do not agree to the Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.

2 The Resolution will lapse if not passed within 28 days of the date of circulation of this Resolution. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date together with any power of authority under which it is signed or a duly certified copy thereof

3 Your agreement to the Resolution, once signed and received by the Company, may not be revoked.

4 In the case of joint registered holders, only the vote of the person whose name appears first in the register of members will be counted

5 For a special resolution to be passed members representing 75 percent of the total voting rights of eligible members of the Company must consent to the resolution being passed.