

Company Number 6332481

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

PRINT OF WRITTEN RESOLUTION

SATURDAY



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09/08/2008

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COMPANIES HOUSE

OF

INGLEBY (1742) LIMITED (the "Company")

(Passed on 28 JULY 2008)

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 we, being all the eligible members of the Company hereby irrevocably agree that the following Resolution (which would otherwise be required to be passed as a Special Resolution) be hereby passed as a Written Resolution

That the Articles of Association of the Company be and are hereby amended by deleting Articles 15 2 and by substituting therefore the following new Articles 15 2

"15 2 A deemed service of a Sale Notice pursuant to Article 15 1 shall provide that the Asking Price in respect of each Share the subject of the deemed Sale Notice shall be

(d) where the Leaver is a Good Leaver who becomes a Good Leaver on or prior to the expiry of 18 calendar months from the date of adoption of these Articles or, if later, the expiry of 18 calendar months from the date the Leaver first acquired any Shares (the "**First Date**") or, at any time after the date of adoption of these Articles, is a Bad Leaver, the lower of

(i) the Subscription Price, and

(ii) the Fair Price,

(e) where the Leaver is a Good Leaver who becomes a Good Leaver after the First Date but before the fourth anniversary of the date of adoption of these Articles or (if later) the date the Leaver first acquired any Shares (the "**Fourth Anniversary**")

(i) the Subscription Price for 50% of Shares held by him, and

(ii) the Fair Price for the remaining 50% of Shares held by him,

save that where the Subscription Price shall exceed the Fair Price for the time being, the Asking Price shall be the Fair Price, and

(f) where the Leaver is a Good Leaver who becomes a Good Leaver after the Fourth Anniversary, the Fair Price "

Dated 28/07/2008

D. N .

Director/~~Secretary~~