

Centric SPV 2 Limited
(Co Number 06675843)
(the "Company")

SATURDAY



WRITTEN RESOLUTION OF THE COMPANY

PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006

The directors of the Company propose that the following written resolution be passed by the Company as a special resolution

- 1 **THAT** the Articles of Association of the Company be amended to include the following Article 9 8

9 8 Notwithstanding anything contained in these Articles

- (1) the Directors (or Director if there is only one) of the Company may not decline to register any transfer of shares in the Company nor suspend registration of any such shares,
- (2) a holder of shares in the Company is not required to comply with any provision of the Articles which restricts the transfer of shares or which requires any such shares to be first offered to all or any current shareholders of the Company before any transfer may take place,

where in any such case the transfer is or is to be

- (a) executed by a bank or institution to which such shares have been mortgaged, charged or pledged by way of security (or by any nominee of such bank or institution) pursuant to a power of sale under such security,
 - (b) executed by a receiver or manager appointed by or on behalf of any such bank or institution under any such security, or
 - (c) to any such bank or institution (or to its nominee) pursuant to any such security
- (3) a certificate by any officer of such bank or institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts, and

- (4) the Directors (or Director if there is only one) of the Company may not exercise its rights of lien over shares that have been mortgaged, charged or pledged by way of security to a bank or institution

Members of the Company who are eligible members because they are entitled to vote on the resolution on the circulation date (that is the first date on which copies of the resolution are first sent to members, being 31/10/2011) should sign and date below to signify their agreement to the resolution

The resolution must be passed by the requisite majority by the end of the period of 28 days beginning with the circulation date otherwise it will lapse

Agreed

Signed



for and on behalf of **Centric Group Finance Limited**

Date 31/10/2011