

Company number: 07030334

COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTION

of

MILLER PHILANTHROPY ("Company")

Circulation Date: 24 April 2012

TUESDAY



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the above-named Company (the **Company**) propose that the resolution below is passed as special resolution of the Company (**Special Resolution**)

SPECIAL RESOLUTION

1 **THAT** the Memorandum of Association of the Company be amended as follows

Clause 3 shall be amended by deleting the wording

"For general charitable purposes and in particular to promote for the benefit of the public the conservation, protection and improvement of the physical and natural environment and to advance the education of the public in the conservation, protection and improvement of the physical and natural environment"

and replacing it with the following wording

3 1 *"For general charitable purposes and to assist in such ways as the charity trustees think fit any charity or project whose aims include the advancement of education and/or the relief of financial hardship, sickness and/or poor health and/or the promotion of sustainable development for the benefit of the public by the relief of poverty and/or the improvement of the conditions of life in socially and economically disadvantaged communities In this paragraph sustainable development means 'development which meets the needs of the present without compromising the ability of future generations to meet their own needs'*

3 2 *To promote for the benefit of the public the conservation, protection and improvement of the physical and natural environment "*

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Special Resolution

The undersigned, being persons entitled to vote on the above resolution on the Circulation Date, hereby irrevocably agree to the Special Resolution

Signed 
MEMBER

Date 24.04.12

The Company confirms that the required majority of eligible members (as defined in section 289(1), Companies Act 2006) have signified their agreement to the resolutions set out above and that the Special Resolution is passed on 24.04.2012


Director/Secretary
Miller Philanthropy

NOTES

- 1 If you agree to the Special Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company. If you do not agree to the Special Resolution, you do not need to do anything; you will not be deemed to agree if you fail to reply.
- 2 Once you have indicated your agreement to the Special Resolution, you may not revoke your agreement.
- 3 Unless sufficient agreement has been received for the Special Resolution to pass within 28 days from the circulation date, it will lapse. If you agree to the Special Resolution, please ensure that your agreement reaches us before or during this date.
- 4 As soon as the Special Resolution is signed by shareholders holding in aggregate the required percentage of shares (75%), the Special Resolution will be validly passed.
- 5 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 6 If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.