Company no. 07109777

# The Companies Act 2006

## Private company limited by shares



#### Written Resolution

of

Justice Support Services (Norfolk and Suffolk) Holdings Limited

5 February 2016 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of Justice Support Services (Norfolk and Suffolk) Holdings Limited (the "Company") propose that the below resolutions are passed as special resolutions (the "Special Resolutions")

## **Special Resolutions:**

That the articles of association of the Company be amended by:

- 1 Inserting the following as a new definition in Article 1.
  - ""Retail Prices Index" means the retail prices index (All Items excluding mortgage interest payments) as published by the Office for National Statistics from time to time."
- 2. deleting article number 15 in its entirety and replacing it with the adoption and inclusion of the following new article number 15

"Article 19(2) of the Model Articles is modified by adding at the end of the article, the words

"(provided that any remuneration for their services to the company as directors pursuant to article (19(2)(a) shall not exceed £50,000 per annum (in total), increased on an annual basis with effect from each 1 April in line with the percentage increase in the Retail Prices Index in the preceding 12-month period (Each increase on 1 April shall be based on the latest available figure for the percentage increase in the Retail Prices Index at the beginning of March immediately preceding that date) "

## Important:

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

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

Signed by an authorised signatory for and on behalf of

**Equitix Infrastructure 3 Limited** 

Date. 5 Ebyzy

2016

#### Notes

- 1. If you agree to the Special Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
  - By hand (by delivering the signed copy to Osborne Clarke, 2 Temple Back East, Temple Quay, Bristol BS1 6EG marked for the attention of Jonny Gait);
  - By post (by returning the signed copy to Osborne Clarke, 2 Temple Back East, Temple Quay, Bristol BS1 6EG marked for the attention of Jonny Gait), or
  - By email (by attaching a scanned copy of the signed document to an email and sending it to jonny gait@osborneclarke.com). Please enter "Written resolution" in the subject box

Please note that return of this document will not be accepted by fax.

- 2. The Special Resolutions will lapse if sufficient votes in favour of them have not been received by the date which is 28 days after the Circulation Date (the Circulation Date being counted as day one). Unless you do not wish to vote on the Special Resolutions, please ensure that your agreement reaches the Company on or before this date and time. If the Company has not received this document from you by then you will be deemed to have voted against the Special Resolutions
- Once you have signified your agreement to the Special Resolutions such agreement cannot be revoked.