## PRIVATE COMPANY LIMITED BY SHARES COPY WRITTEN RESOLUTION



COMPANIES HOUSE

of

## NATURAL RETREATS MANAGEMENT LIMITED (the "Company")

(Registered in England and Wales under company number 07232600)

dated 9 Accember 2011

The following written resolution was passed as a special resolution on 9 Accumbs 2011 by the requisite majority of eligible members in accordance with Chapter 2 of Part 13 of the Companies Act 2006

## Special Resolution

That the Articles of Association of the Company be and are hereby amended by inserting after Article 12 the following new Article 13

- 13 "Share Transfers
- 13.1 Notwithstanding anything contained in these Articles or the Model Articles, the Directors shall not decline to register any transfer of the Shares nor may they suspend registration thereof where such transfer
- 13 1 1 is to any bank or institution to which such Shares have been charged by way of security, or to any nominee of such bank or institution (a "Secured institution"), or
- 13 1 2 is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the Shares, or
- 13 1 3 is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security.

and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any Shares or proposed transferor of such Shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to provide any prior written notice to the Company or to offer the Shares which are or are to be the subject of any transfer aforesaid to the members or any of them, and no such member shall have the right under these Articles or otherwise howsoever to require such Shares to be transferred or to be transferred to them whether for consideration or not

The Company shall have no lien on any Shares which have been charged by way of security to a Secured Institution "

Director/Company Secretary