

Company Number 07630814

TUESDAY



**WRITTEN RESOLUTIONS OF
SILBURY 398 LIMITED ("THE COMPANY")**

Circulation Date: 16 May 2011

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below be passed as a special resolution ("the Resolution")

Special Resolution

- 1 THAT the draft regulations attached to this resolution be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Memorandum and Articles of Association

Agreement

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

The undersigned, being the only person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution

Signed for and on behalf of

Jonathan Hambleton

Date 16/5/11

NOTES

- 1 You can choose to agree to the Resolution or not to agree to the Resolution. If you agree to the Resolution, 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 delivering the signed copy to Faye Pepper at Kimbells LLP, Power House, Harrison Close, Knowlhill, Milton Keynes MK5 8PA, or

By Post returning the signed copy by post to Faye Pepper at Kimbells LLP, Power House, Harrison Close, Knowlhill, Milton Keynes MK5 8PA

- 2 If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 4 On the expiry of 28 days from Circulation Date, unless sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or on this date

Silbury 398 Limited

Company Number: 07630814

Incorporated on the 11 day of May 2011

Articles of Association

The Companies Act 2006

Private Company Limited by Shares

Articles of Association of Silbury 398 Limited

Company Number: 07630814

1 Preliminary

- 1 1 The Regulations contained in Schedule 1 to The Companies (Model Articles) Regulations 2008 and as otherwise amended prior to the adoption of these Articles (such Regulations being hereinafter called "Model Articles") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company
- 1 2 In these Articles the expression "the Act" means the provisions of the Companies Act 2006 including any statutory modifications or re-enactment thereof for the time being in force

2 Directors meetings

- 2 1 Regulation 9(4) of the Model Articles shall be amended so that the second sentence is deleted and replaced by the following wording "Where such notice of waiver is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it "

3 Conflicts of interest

- 3 1 Regulation 14(3) of the Model Articles shall be deleted and the following wording inserted in its place

"(3) This paragraph applies when-

- (a) the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process,
- (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest,
- (c) the directors authorise the conflict in accordance with section 175(5), or
- (d) the director's conflict of interest arises from a permitted cause "

4 Termination of director's appointment

- 4 1 A new sub-paragraph (g) shall be inserted after sub-paragraph (f) of Regulation 18 of the Model Articles in the following terms

"(g) he is, without the permission of the directors, absent for more than six consecutive months from meetings of directors held during that period and the directors resolve that his office be vacated "

5 Waiver of Distributions

- 5 1 Regulation 35 of the Model Articles shall be amended so that the words "in writing" in the first sentence of that Regulation shall be deleted and replaced with the words "by way of a deed"

Signed by the subscriber **Jonathan Lee Hambleton** in the presence of

Witness Signature *JS.*

Witness Name *Fiona Stone*

} *Jonathan Lee Hambleton*

Power House, Harrison Close,
Knowlhill, Milton Keynes MK5 8PA

Date *16/5/11*