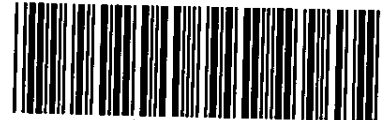


Company Number: 07632744

THURSDAY



A10 *A45WXZPK* 23/04/2015 #354
COMPANIES HOUSE

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

- of -

KEFI LTD

(the "Company")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006

In accordance with the written resolution procedure in Chapter 2 of part 13 of the Companies Act 2006, the following resolutions were duly passed as special resolutions on 27 March 2015:

SPECIAL RESOLUTIONS

4. THAT the articles of association of the Company (the "**Articles**") be amended by inserting Article 37 as follows:

*"Notwithstanding any other provisions of these Articles, the Directors of the Company may not decline to register any transfer of shares in the Company and may not suspend any registration thereof where such transfer is to a bank or institution to which such shares have been mortgaged or charged by way of security (whether as lender, or agent and trustee for a group of banks or institutions or otherwise) (a "**Secured Institution**"), or to any nominee of such Secured Institution, pursuant to a power of sale under any such security and such transfer is:*

- i. executed by a Secured Institution or its nominee pursuant to the power of sale under any such security; or*
- ii. executed by a receiver or manager appointed by or on behalf of any Secured Institution or its nominee pursuant to the power of sale or other power under any such security;*

and further, notwithstanding anything to the contrary contained in these Articles:

- iii. no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or to its nominee;*
- iv. no Secured Institution or its nominee; and*
- v. no receiver or manager appointed by or on behalf of a Secured Institution or its nominee,*

shall be required to offer the shares which are or are to be the subject of any such transfer to the members for the time being of the Company or any of them, and no such member shall have rights under these Articles or otherwise to require such shares to be transferred to them whether for consideration or not. Any lien which the Company shall have over any shares in it shall not apply to the extent that those shares are charged or mortgaged in favour of a Secured Institution."

5. THAT the existing Articles shall be renumbered in accordance with Resolution 4.

Signed



Director for and on behalf of **KEFI LTD**

Dated:.... 10. APRIL2015

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