

COMPANY NO: 08093152

**WRITTEN RESOLUTION**  
**OF**  
**GRAVESEND ROAD (WROTHAM) LIMITED (the "Company")**  
**ON**  
**5 July 2013 (the "Circulation Date")**

Pursuant to Chapter 2 Part 13 of the Companies Act 2006, the Directors of the Company propose that the following written resolution be passed by the Company as a special resolution (the "**Resolution**")

**THAT** the articles of association of the Company be altered by replacing the current article 26(5) with the following

"26(5) Subject to Article 26(6) below, the directors may refuse to register the transfer of a share, and if they do so, the instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect that the proposed transfer may be fraudulent

26(6) Notwithstanding anything otherwise provided in these Articles (whether by way of or, in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise), the directors shall not decline to register any transfer of shares nor suspend registration thereof

26(6)(a) where such transfer is in favour of a bank, lender or other financial institution or any nominee thereof and the transfer is as contemplated by, or pursuant to, any mortgage or charge of shares or any call or other share option granted in favour of the relevant bank, lender or financial institution, or

26(6)(b) where such transfer is by or on behalf of a bank, lender or other financial institution or any nominee thereof (whether by a receiver, any delegate or sub-delegate of the party to whom such security has been granted or otherwise) in favour of any third party upon disposal or realisation of shares following the bank, lender or financial institution having become entitled to enforce its rights under any such mortgage, charge and/or call or other option,

and a certificate by any officer of the bank that the relevant transfer is within sub-paragraph 26(6)(a) or 26(6)(b) above shall be conclusive evidence of that fact "

TUESDAY



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23/07/2013

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COMPANIES HOUSE

## AGREEMENT

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

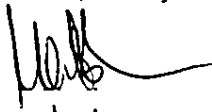
Members of the Company who are eligible members because they are entitled to vote on the Resolution on the Circulation Date (that is the first date on which copies of the Resolution are first sent to members, being 5 July 2013) should sign and date below to signify their agreement to the Resolution and return the signed document by hand or by post to 15 Regent Street, London, England, SW1Y 4LR

The Resolution must be passed by the requisite majority by the end of the period of 28 days beginning with the Circulation Date otherwise it will lapse. The agreement of a member to the Resolution is ineffective if signed after this date.

The undersigned, being the sole member of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution

Signed

Date

  
5/7/13

duly authorised by and on behalf of Bacchus Partners Limited being the sole member of the Company

## NOTES

- 1 If you agree to the Resolution, please indicate your agreement by signing and dating the document where indicated above and returning it to the Company  
  
If you do not agree to the Resolution, you do not have to do anything you will not be deemed to agree if you fail to reply
- 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 3 Unless, by the end of the period of 28 days beginning with the Circulation Date, sufficient agreement has been received from the required majority of eligible members for the Resolution to be passed, it/they will lapse. If you agree to the Resolution, please ensure that your agreement reaches us on or before this date
- 4 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

COMPANY NO. 08093152

**GRAVESEND ROAD (WROTHAM) LIMITED (the "Company")**

**WRITTEN RESOLUTIONS OF THE COMPANY**

**PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006**

**PASSED ON** 5 July 2013

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Pursuant to Chapter 2 Part 13 of the Companies Act 2006, the following written resolution duly proposed by the directors of the Company was duly passed by the Company as a special resolution

**THAT** the articles of association of the Company be altered by replacing the current article 26(5) with the following

"26(5) Subject to Article 26(6) below, the directors may refuse to register the transfer of a share, and if they do so, the instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect that the proposed transfer may be fraudulent

26(6) Notwithstanding anything otherwise provided in these Articles (whether by way of or, in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise), the directors shall not decline to register any transfer of shares nor suspend registration thereof

26(6)(a) where such transfer is in favour of a bank, lender or other financial institution or any nominee thereof and the transfer is as contemplated by, or pursuant to, any mortgage or charge of shares or any call or other share option granted in favour of the relevant bank, lender or financial institution, or

26(6)(b) where such transfer is by or on behalf of a bank, lender or other financial institution or any nominee thereof (whether by a receiver, any delegate or sub-delegate of the party to whom such security has been granted or otherwise) in favour of any third party upon disposal or realisation of shares following the bank, lender or financial institution having become entitled to enforce its rights under any such mortgage, charge and/or call or other option,

and a certificate by any officer of the bank that the relevant transfer is within sub-paragraph 26(6)(a) or 26(6)(b) above shall be conclusive evidence of that fact "



Director  
for and on behalf of Gravesend Road (Wrotham) Limited