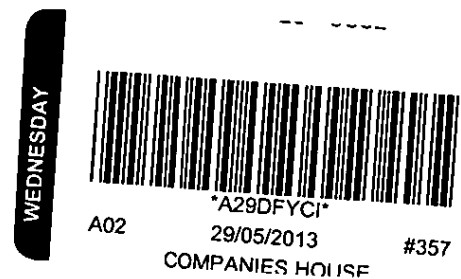


8146912

**RESOLUTION PASSED BY WAY OF WRITTEN  
RESOLUTION UNDER THE COMPANIES ACT 2006**



**Bates Wells & Braithwaite London LLP  
2-6 Cannon Street  
London  
EC4M 6YH  
[MAT04(2)]/[FE02]/[MT05]**

**Company number 8146912**

**SPECIAL RESOLUTIONS**

**OF**

**Tax Justice Research (Company)**

**Passed on 7 May 2013**

The following resolutions were duly passed special resolutions on 7 May 2013 by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006

Special resolutions

- 1 It is hereby resolved by way of special resolution that the draft Articles of Association marked "A" attached hereto and signed by the chairman of the meeting for the purposes of identification be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company*
- 2 That the existing Memorandum of Association of the Company be amended and restated such that it conforms with the draft Memorandum of Association attached hereto*

Signed 

Gail Bradbrook

Director

**Company number:** 8146912

**Written resolution of  
Tax Justice Research ("the Company")**

**7 May 2013**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that the following resolution is passed as a special resolution

- 1 It is hereby resolved by way of special resolution that the draft Articles of Association marked "A" attached hereto and signed by the chairman of the meeting for the purposes of identification be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company*
- 2 That the existing Memorandum of Association of the Company be amended and restated such that it conforms with the draft Memorandum of Association attached hereto*

The undersigned, a person entitled to vote on the following resolution on 7 May 2013 hereby irrevocably agrees to the resolution

Signed 

Signed by Gail Bradbrook

Date 

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version

**By Hand:** delivering the signed copy to Tax Justice Research, 38 Stanley Avenue, Chesham, Buckinghamshire, HP5 2JG

**Post:** returning the signed copy by post to Tax Justice Research, 38 Stanley Avenue, Chesham, Buckinghamshire, HP5 2JG

**Email:** by attaching a scanned copy of the signed document to an email and sending it to [john@taxjustice.net](mailto:john@taxjustice.net) Please enter "Written resolution dated [CIRCULATION DATE]" in the email subject box

You may not return the Resolution to the Company by any other method

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

- 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement

- 3 Unless, by 7 May 2013 sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

Company number: 8146912

**Written resolution of  
Tax Justice Research ("the Company")**

**7 May 2013**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that the following resolution is passed as a special resolution

- 3 *It is hereby resolved by way of special resolution that the draft Articles of Association marked "A" attached hereto and signed by the chairman of the meeting for the purposes of identification be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company*
- 4 *That the existing Memorandum of Association of the Company be amended and restated such that it conforms with the draft Memorandum of Association attached hereto*

The undersigned, a person entitled to vote on the following resolution on 7 May 2013 hereby irrevocably agrees to the resolution

Signed

Signed by John Fisher

Date

*May 7th 2013*

- 4 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version.

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- . . .
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**Company number 8146912**

**SPECIAL RESOLUTIONS**

OF

Tax Justice Research (**Company**)

Passed on 7 May 2013

The following resolutions were duly passed special resolutions on 7 May 2013 by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006

**Special resolutions**

- 1 It is hereby resolved by way of special resolution that the draft Articles of Association marked "A" attached hereto and signed by the chairman of the meeting for the purposes of identification be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company*
- 2 That the existing Memorandum of Association of the Company be amended and restated such that it conforms with the draft Memorandum of Association attached hereto*

Signed



Gail Bradbrook

Director

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**RESOLUTION PASSED BY WAY OF WRITTEN  
RESOLUTION UNDER THE COMPANIES ACT 2006**

WEDNESDAY

COMPANIES HOUSE

**Bates Wells & Braithwaite London LLP  
2-6 Cannon Street  
London  
EC4M 6YH  
[MAT04(2)]/[FE02]/[MT05]**



**Company number: 05327824**

**Written resolutions of**

**Tax Justice Network Limited ("the Company")**

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

**7 May 2013**

The directors of the Company propose that:

Resolutions 1, 2 and 3 below are passed as special resolutions

**SPECIAL RESOLUTIONS**

	<b>For</b>	<b>Against</b>
<i>1 It is hereby resolved by way of special resolution that the draft Articles of Association marked "A" attached hereto and signed by the chairman of the meeting for the purposes of identification be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company</i>		
<i>2 That the existing Memorandum of Association of the Company be amended and restated such that it conforms with the draft Memorandum of Association attached hereto</i>		
<i>3 It is hereby resolved that John Christensen, Cathy Cross and Richard Murphy be appointed as directors of the Company and that the resignation of Bruno Gurtner as a director of the company be accepted</i>		
<i>4 That Tax Justice Network – Association Internationale sans but Lucratif cease to be a member of the company and that Tax Justice Research becomes a member in its place</i>		

Company number: 8146912

**Written resolution of  
Tax Justice Research ("the Company")**

**7 May 2013**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that the following resolution is passed as a special resolution

- 1 *It is hereby resolved by way of special resolution that the draft Articles of Association marked "A" attached hereto and signed by the chairman of the meeting for the purposes of identification be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company*
- 2 *That the existing Memorandum of Association of the Company be amended and restated such that it conforms with the draft Memorandum of Association attached hereto*

The undersigned, a person entitled to vote on the following resolution on 7 May 2013 hereby irrevocably agrees to the resolution

Signed . . . 

Signed by Gail Bradbrook

Date . *May 7th 2013*

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**Company number: 8146912**

**Written resolution of  
Tax Justice Research ("the Company")**

**7 May 2013**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that the following resolution is passed as a special resolution

- 3 *It is hereby resolved by way of special resolution that the draft Articles of Association marked "A" attached hereto and signed by the chairman of the meeting for the purposes of identification be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company*
- 4 *That the existing Memorandum of Association of the Company be amended and restated such that it conforms with the draft Memorandum of Association attached hereto*

The undersigned, a person entitled to vote on the following resolution on 7 May 2013 hereby irrevocably agrees to the resolution.

Signed: ...  ...

Signed by John Fisher

Date: *May 7th 2013* ...

- 4 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version

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