

WELLESLEY GROUP (UK) LIMITED

Company number 08478238 (the "Company")

WRITTEN RESOLUTION OF THE COMPANY

The following written resolutions (the "Resolutions") were agreed and unanimously passed by the members of the Company on 30th October 2015

SPECIAL RESOLUTIONS

1 ARTICLES OF ASSOCIATION

THAT the draft articles of association attached to this Resolution at Appendix A be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

2 CHANGE OF NAME OF COMPANY

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THAT the name of the Company be hereby changed from Wellesley Group (UK) Limited to Wellesley Investors Limited

3 ALLOTTMENT OF GROWTH SHARES

THAT, in accordance with section 551 of the Companies Act 2006 (the "CA 2006"), the directors of the Company (the "Directors") be generally and unconditionally authorised to allot 87,687 Growth Shares in the Company up to an aggregate nominal amount of £8,768 70.

Signed by

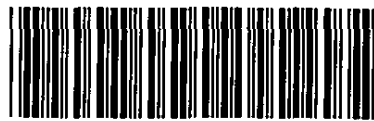


Andrew J J Turnbull
Director

Date

4/11 2015

THURSDAY



"L4K0V24I"

LD1

12/11/2015

#33

COMPANIES HOUSE



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company Number 8478238

The Registrar of Companies for England and Wales hereby certifies that
under the Companies Act 2006:

WELLESLEY GROUP (UK) LIMITED

a company incorporated as private limited by shares; having its registered
office situated in England and Wales; has changed its name to:

WELLESLEY GROUP INVESTORS LIMITED

Given at Companies House on **12th November 2015**



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**