

Company No: 08552802

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

MANDACO 772 LIMITED

("the Company")

CIRCULATION DATE 5 September 2013
DATE PASSED 5 September 2013

Pursuant to chapter 2 of Part 13 of the Companies Act 2006, M and A Secretaries Limited being the sole member of the Company, **HEREBY VOTES IN FAVOUR OF THE FOLLOWING RESOLUTION IN WRITING** that has been proposed by the directors of the Company to be passed as a special resolution of the Company ("**the Resolution**") and M and A Secretaries Limited irrevocably agrees in accordance with section 288 of the Companies Act 2006 that the Resolution shall be for all purposes valid and effective as if passed at a general meeting duly convened and held

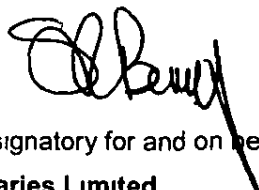
SPECIAL RESOLUTION

THAT the Company changes its name to "**VERDION EUROPEAN HOLDINGS LIMITED**"

AGREEMENT

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

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



duly authorised signatory for and on behalf of
M and A Secretaries Limited

Date 5 September 2013

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COMPANIES HOUSE

IMPORTANT

Notes to shareholder about the proposed Written Resolution

- 1 If you agree with 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 (by delivering the signed copy to Acuity Legal Limited at 3 Assembly Square, Britannia Quay, Cardiff Bay, Cardiff, CF10 4PL marked for the attention of Matthew Bowen)
 - By post (by delivering the signed copy to Acuity Legal Limited at 3 Assembly Square, Britannia Quay, Cardiff Bay, Cardiff, CF10 4PL marked for the attention of Matthew Bowen)
- 2 The Resolution will lapse if sufficient votes in favour of it have not been received within 28 days of the Circulation Date. Unless you do not wish to vote on the resolution, please ensure that your agreement reaches the Company on or before this date. If the Company has not received this document from you by then you will be deemed to have voted against the resolution.
- 3 Once you have signified your agreement to the resolution such agreement cannot be revoked.
- 4 In the case of joint holders of shares, only the vote of the holder whose name appears first in the register of members of the Company in respect of such joint holding will be counted by the Company to the exclusion of the other joint holder(s).
- 5 If a member has exercised the right, pursuant to the Company's articles of association and section 145 of the Companies Act 2006, to nominate another person to exercise a right to vote on a written resolution, then the vote of that nominee will be counted by the Company to the exclusion of the member.
- 6 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.



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 8552802

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

MANDACO 772 LIMITED

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

VERDION EUROPEAN HOLDINGS LIMITED

Given at Companies House on **6th September 2013**



Companies House



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